


STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 16-12D-37 BTR				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT CEDAR RIM				
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164				
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL dspencer@billbarrettcorp.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 20G0005608			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Ralph M. Giles						14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-828-4161				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') PO Box 405, Tabiona, UT 84072						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>				
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN		
LOCATION AT SURFACE		996 FSL 356 FEL		SESE	12	3.0 S	7.0 W	U		
Top of Uppermost Producing Zone		811 FSL 810 FEL		SESE	12	3.0 S	7.0 W	U		
At Total Depth		810 FSL 810 FEL		SESE	12	3.0 S	7.0 W	U		
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 810			23. NUMBER OF ACRES IN DRILLING UNIT 640				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2077			26. PROPOSED DEPTH MD: 11339 TVD: 11309				
27. ELEVATION - GROUND LEVEL 6305			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Duchesne City Culinary Water Dock				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	Unknown	0	0.0	0.0
Surf	12.25	9.625	0 - 3500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	540	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 11339	17.0	P-110 LT&C	9.7	Unknown	750	2.31	11.0
							Unknown	1020	1.42	13.5
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Tracey Fallang				TITLE Regulatory Manager				PHONE 303 312-8134		
SIGNATURE				DATE 05/23/2011				EMAIL tfallang@billbarrettcorp.com		
API NUMBER ASSIGNED 43013507850000				APPROVAL <div style="text-align: center;">  Permit Manager </div>						

DRILLING PLAN

BILL BARRETT CORPORATION

16-12D-37 BTR Well Pad

SE SE, 996' FSL, 356' FEL, Section 12, T3S, R7W, USB&M (surface hole)

SE SE, 810' FSL, 810' FEL, Section 12, T3S, R7W, USB&M (bottom hole)

Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth – TVD</u>
Lower Green River*	6755'	6732'
Douglas Creek	7541'	7511'
Black Shale	8072'	8042'
Castle Peak	8338'	8308'
Uteland Butte	8735'	8705'
Wasatch*	9147'	9117'
TD	11,339'	11,309'

*PROSPECTIVE PAY

The Wasatch and the Lower Green River are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 3500'	No pressure control required
3500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
(FROM)	(TO)						
26"	Surface	80'	16"	65#			
12 1/4"	Surface	3500'	9 5/8"	36#	J or K 55	BT&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New
NOTE: In addition, 8 3/4" hole size may change to 7 7/8" at the point the bit is changed out.							

Bill Barrett Corporation
Drilling Program
#16-12D-37 BTR
Duchesne County, Utah

5. **Cementing Program**

Casing	Cementing
16" Conductor Casing	<i>Grout</i>
9 5/8" Surface Casing	<p><i>Lead</i> with approximately 540 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft³/sx) circulated to surface with 75% excess. Top of lead estimated at surface.</p> <p><i>Tail</i> with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx), calculated hole volume with 75% excess. Top of tail estimated at 3000'.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 750 sx Tuned Light cement with additives, mixed at 11.0 ppg (yield = 2.31 ft³/sx,) . Top of lead estimated at 3000'.</p> <p><i>Tail</i> with approximately 1020 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Top of tail estimated at 7572'.</p>

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> (API filtrate)	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3500' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. **Testing, Logging and Core Programs**

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

Bill Barrett Corporation
Drilling Program
#16-12D-37 BTR
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 5704 psi* and maximum anticipated surface pressure equals approximately 3216 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A - (0.22 x TD)

9. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction:	January 2012
Spud:	January 2012
Duration:	15 days drilling time
	45 days completion time

PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: ~~Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer.~~ The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes with one (1) remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Pressure gauge on choke manifold.
13. Fill-up line above the uppermost preventer.

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

T3S, R7W, U.S.B.&M.

BILL BARRETT CORPORATION

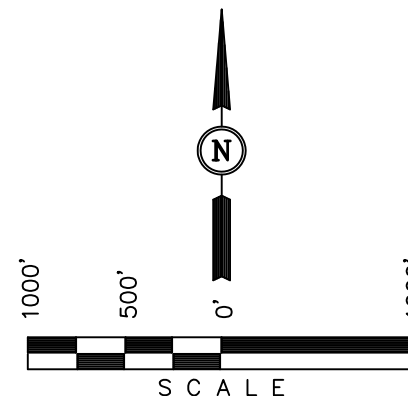
Well location, #16-12D-37 BTR, located as shown in the SE 1/4 SE 1/4 of Section 12, T3S, R7W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION LOCATED IN THE NW 1/4 OF SECTION 36, T3S, R6W, U.S.B.&M., TAKEN FROM THE RABBITT GULCH QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5904 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 04-27-11

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 03-01-11	DATE DRAWN: 03-03-11
PARTY G.M. J.R. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	

N89°56'E - 5268.12' (G.L.O.)

R
7
W

NORTH - 2640.00' (G.L.O.)

2644.96' (Meas.)
N00°24'34"E

Set Marked Stone

N00°01'W - 5280.00' (G.L.O.)

LINE TABLE		
LINE	BEARING	LENGTH
L1	S67°48'38"W	491.23'

12

Set Marked Stone

#16-12D-37 BTR
Elev. Ungraded Ground = 6305'

Bottom Hole

Set Marked Stone

Set Marked Stone

N89°58'10"W - 2625.51' (Meas.)

S89°55'53"E - 2605.88' (Meas.)

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°13'44.69" (40.229081)		LATITUDE = 40°13'46.53" (40.229592)	
LONGITUDE = 110°37'04.54" (110.617928)		LONGITUDE = 110°36'58.68" (110.616300)	
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°13'44.86" (40.229128)		LATITUDE = 40°13'46.53" (40.229592)	
LONGITUDE = 110°37'01.97" (110.617214)		LONGITUDE = 110°36'58.68" (110.616300)	

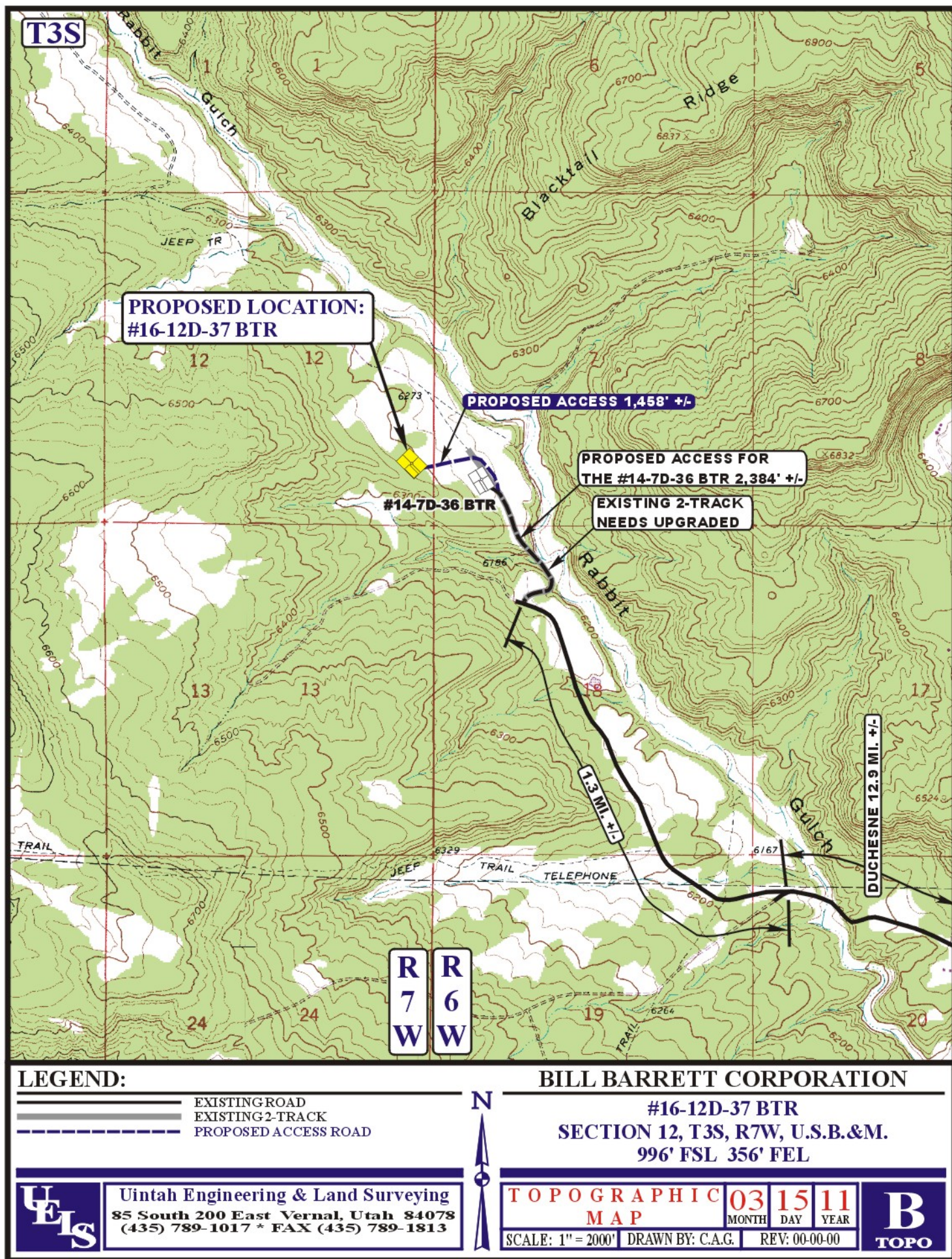


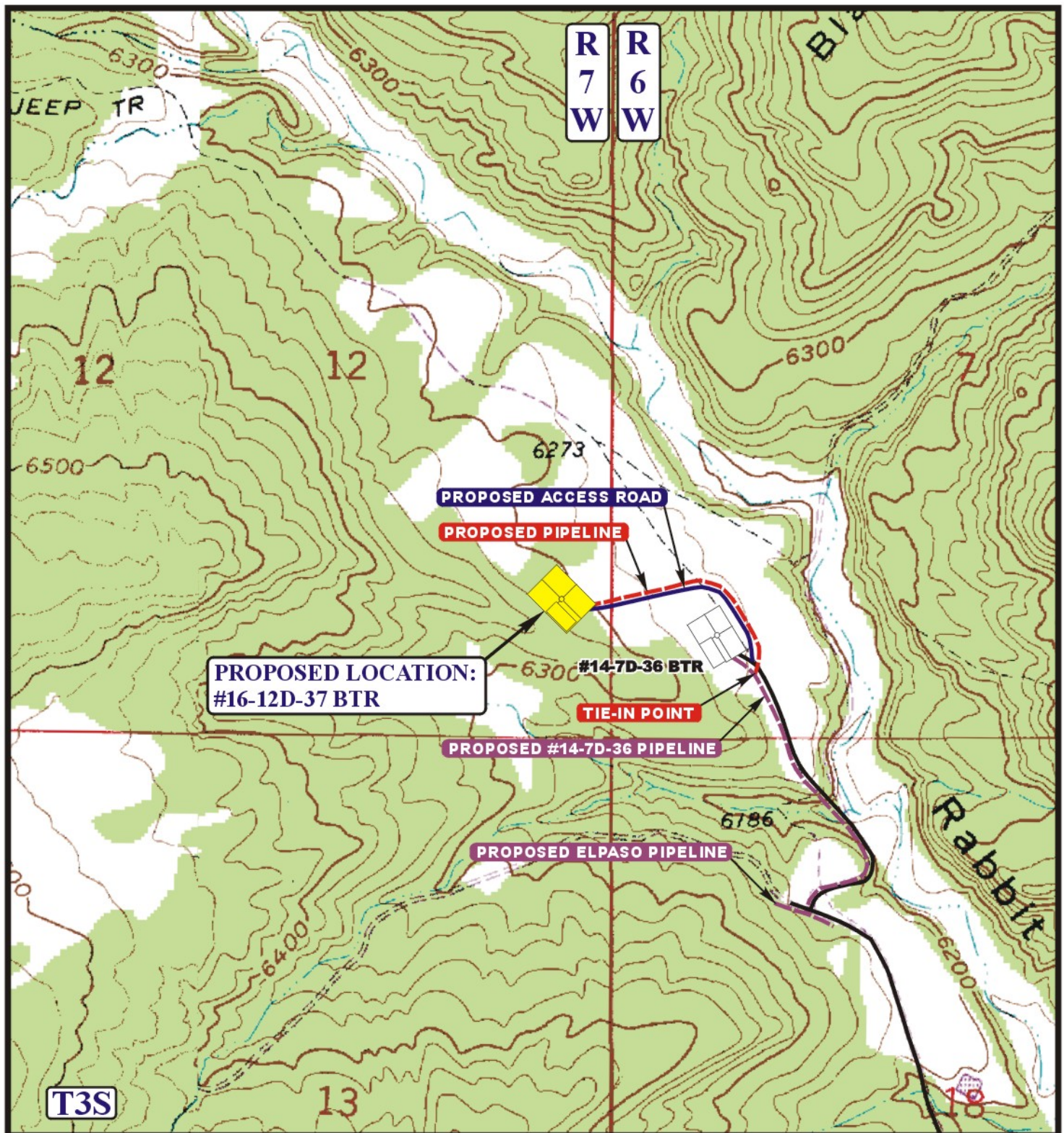
TOPOGRAPHIC MAP

03 15 11
MONTH DAY YEAR

SCALE: 1:100,000	DRAWN BY: C.A.G.	REV: 00-00-00
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APPROXIMATE TOTAL PIPELINE DISTANCE = 1,516' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- - - - - PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

#16-12D-37 BTR
SECTION 12, T3S, R7W, U.S.B.&M.
996' FSL 356' FEL

TOPOGRAPHIC
MAP

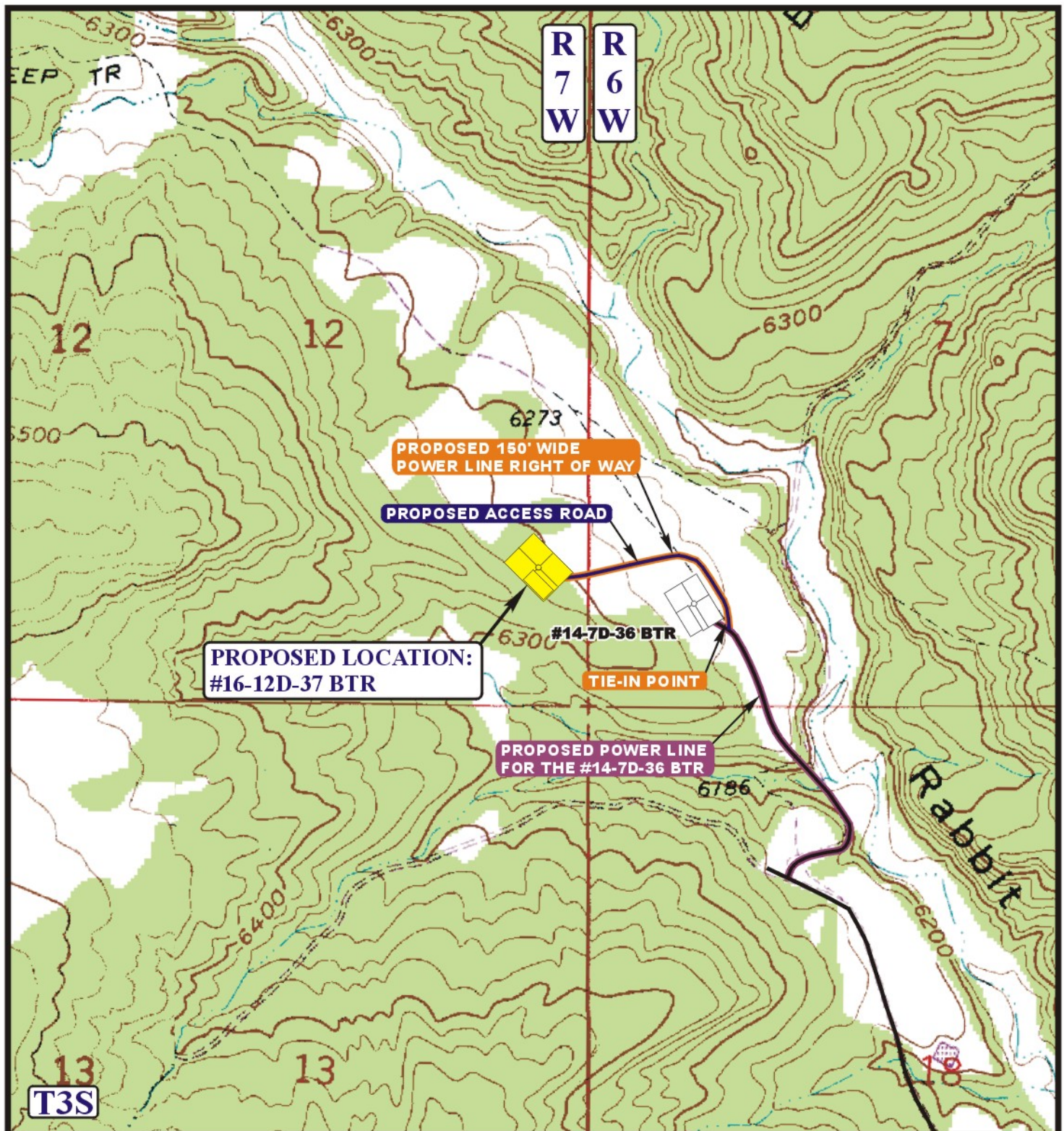
03 15 11
 MONTH DAY YEAR

SCALE: 1" = 1000'

DRAWN BY: C.A.G.

REV: 00-00-00





APPROXIMATE TOTAL POWER LINE DISTANCE = 1,476' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE (SERVICING OTHER WELLS)
- PROPOSED POWER LINE



BILL BARRETT CORPORATION

#16-12D-37 BTR
SECTION 12, T3S, R7W, U.S.B.&M.
996' FSL 356' FEL



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TOPOGRAPHIC
MAP

03 15 11
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.A.G. REV: 00-00-00

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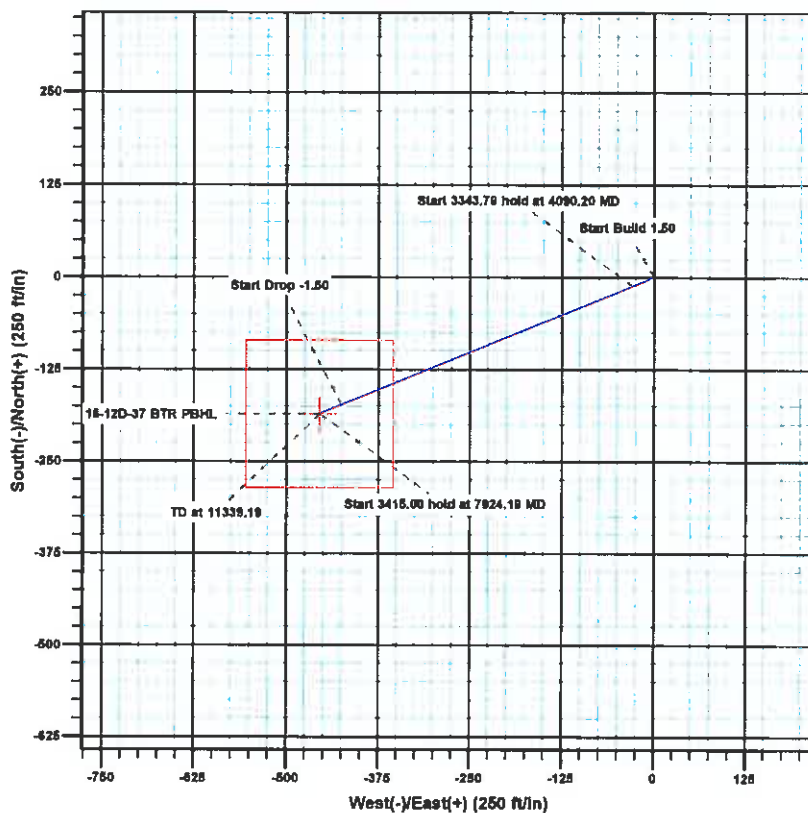
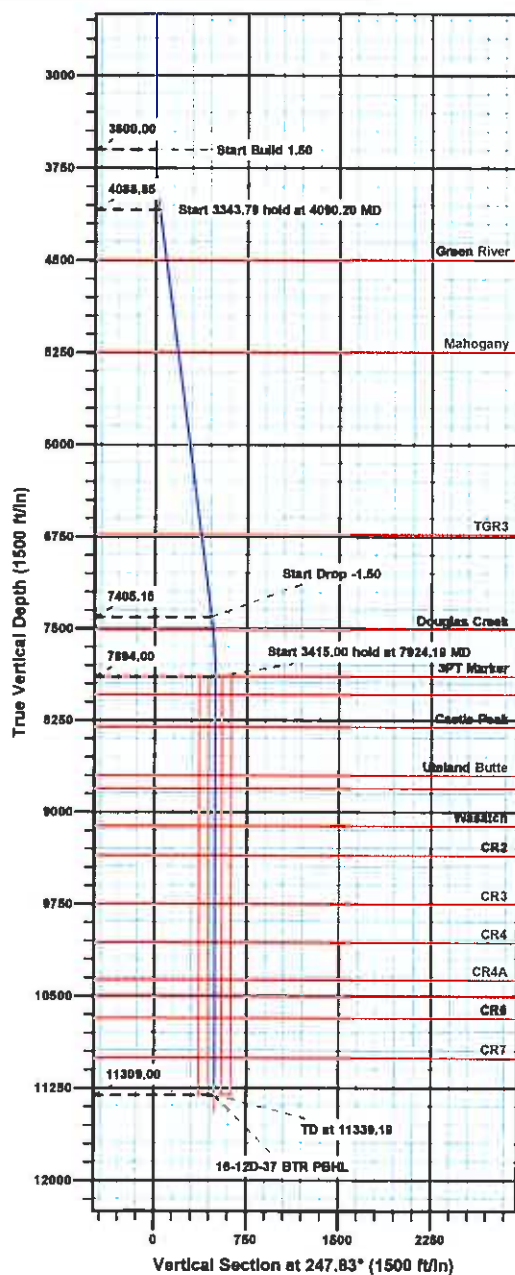


WELL DETAILS: 16-12D-37 BTR

US State Plane 1927 (Exact solution) Utah Central 4302 NAD 1927 (NADCON CONUS)

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
0.00	0.00	691912.12	2246931.41	40° 13' 46.68 N	110° 36' 56.11 W

Ground Level: 6304.00 Well #1 - 16' KB

Azimuths to True North
Magnetic North: 11.58°

Magnetic Field
Strength: 52296.8snT
Dip Angle: 65.84°
Date: 5/3/2011
Model: IGRF2010

SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSec	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3600.00	0.00	0.00	3600.00	0.00	0.00	0.00	0.00	0.00	
4090.20	7.35	247.83	4088.85	-11.85	-29.09	1.50	247.83	31.41	
7433.99	7.35	247.83	7405.15	-173.31	-425.40	0.00	0.00	459.35	
7924.19	0.00	0.00	7894.00	-185.16	-454.49	1.50	180.00	490.76	16-12D-37 BTR Target
11339.19	0.00	0.00	11309.00	-185.16	-454.49	0.00	0.00	490.76	16-12D-37 BTR PBHL



Sharewell
Planning Report

Database:	EDM 5000.1 Single User Db	Local Co-ordinate Reference:	Well Well #1 - 16' KB
Company:	Bill Barrett Corp	TVD Reference:	KB @ 6320.00ft
Project:	Duchesne County, UT [NAD27]	MD Reference:	KB @ 6320.00ft
Site:	16-12D-37 BTR	North Reference:	True
Well:	Well #1 - 16' KB	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Project	Duchesne County, UT [NAD27]		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site	16-12D-37 BTR				
Site Position:		Northing:	691,912.12 usft	Latitude:	40° 13' 46.69 N
From:	Lat/Long	Easting:	2,246,931.41 usft	Longitude:	110° 36' 56.11 W
Position Uncertainty:	0.00 ft	Slot Radius:	1.10 ft	Grid Convergence:	0.57 °

Well	Well #1 - 16' KB				
Well Position	+N/-S	0.00 ft	Northing:	691,912.12 usft	Latitude: 40° 13' 46.69 N
	+E/-W	0.00 ft	Easting:	2,246,931.41 usft	Longitude: 110° 36' 56.11 W
Position Uncertainty	0.00 ft	Wellhead Elevation:		Ground Level:	6,304.00 ft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	5/3/2011	11.58	65.84	52,297

Design	plan1 03may11 rbw			
Audit Notes:				
Version:	Phase:	PROTOTYPE	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.00	0.00	0.00	247.83

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
4,090.20	7.35	247.83	4,088.85	-11.85	-28.09	1.50	1.50	0.00	247.83	
7,433.99	7.35	247.83	7,405.15	-173.31	-425.40	0.00	0.00	0.00	0.00	
7,924.19	0.00	0.00	7,894.00	-185.16	-454.49	1.50	-1.50	0.00	180.00	16-12D-37 BTR Target
11,339.19	0.00	0.00	11,309.00	-185.16	-454.49	0.00	0.00	0.00	0.00	16-12D-37 BTR PBHI

Sharewell
Planning Report

Database: EDM 5000.1 Single User Db
 Company: Bill Barrett Corp.
 Project: Duchesne County, UT [NAD27]
 Site: 16-12D-37 BTR
 Well: Well #1 - 16' KB
 Wellbore: Wellbore #1
 Design: plan1 03may11 rbw

Local Co-ordinate Reference: Well Well #1 - 16' KB
 TVD Reference: KB @ 6320.00ft
 MD Reference: KB @ 6320.00ft
 North Reference: True
 Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.00	0.00	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00
1,700.00	0.00	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00
1,800.00	0.00	0.00	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00
1,900.00	0.00	0.00	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00
2,000.00	0.00	0.00	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00
2,100.00	0.00	0.00	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00
2,200.00	0.00	0.00	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00
2,300.00	0.00	0.00	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00
2,400.00	0.00	0.00	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00
2,500.00	0.00	0.00	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00
2,600.00	0.00	0.00	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00
2,700.00	0.00	0.00	2,700.00	0.00	0.00	0.00	0.00	0.00	0.00
2,800.00	0.00	0.00	2,800.00	0.00	0.00	0.00	0.00	0.00	0.00
2,900.00	0.00	0.00	2,900.00	0.00	0.00	0.00	0.00	0.00	0.00
3,000.00	0.00	0.00	3,000.00	0.00	0.00	0.00	0.00	0.00	0.00
3,100.00	0.00	0.00	3,100.00	0.00	0.00	0.00	0.00	0.00	0.00
3,200.00	0.00	0.00	3,200.00	0.00	0.00	0.00	0.00	0.00	0.00
3,300.00	0.00	0.00	3,300.00	0.00	0.00	0.00	0.00	0.00	0.00
3,400.00	0.00	0.00	3,400.00	0.00	0.00	0.00	0.00	0.00	0.00
3,500.00	0.00	0.00	3,500.00	0.00	0.00	0.00	0.00	0.00	0.00
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00
3,700.00	1.50	247.83	3,699.99	-0.49	-1.21	1.31	1.50	1.50	0.00
3,800.00	3.00	247.83	3,799.91	-1.98	-4.85	5.23	1.50	1.50	0.00
3,900.00	4.50	247.83	3,899.69	-4.44	-10.90	11.77	1.50	1.50	0.00
4,000.00	6.00	247.83	3,999.27	-7.89	-19.38	20.92	1.50	1.50	0.00
4,090.20	7.35	247.83	4,088.85	-11.85	-29.09	31.41	1.50	1.50	0.00
4,100.00	7.35	247.83	4,098.58	-12.32	-30.25	32.67	0.00	0.00	0.00
4,200.00	7.35	247.83	4,197.75	-17.15	-42.10	45.46	0.00	0.00	0.00
4,300.00	7.35	247.83	4,296.93	-21.98	-53.96	58.26	0.00	0.00	0.00
4,400.00	7.35	247.83	4,396.11	-26.81	-65.81	71.06	0.00	0.00	0.00
4,499.71	7.35	247.83	4,495.00	-31.63	-77.63	83.82	0.00	0.00	0.00
Green River									
4,500.00	7.35	247.83	4,495.29	-31.64	-77.66	83.86	0.00	0.00	0.00
4,600.00	7.35	247.83	4,594.46	-36.47	-89.51	96.66	0.00	0.00	0.00
4,700.00	7.35	247.83	4,693.64	-41.30	-101.36	109.45	0.00	0.00	0.00
4,800.00	7.35	247.83	4,792.82	-46.13	-113.22	122.25	0.00	0.00	0.00
4,900.00	7.35	247.83	4,892.00	-50.95	-125.07	135.05	0.00	0.00	0.00
5,000.00	7.35	247.83	4,991.17	-55.78	-136.92	147.85	0.00	0.00	0.00

Sharewell
Planning Report

Database: EDM 5000.1 Single User Db
 Company: Bill Barrett Corp.
 Project: Duchesne County, UT [NAD27]
 Site: 16-12D-37 BTR
 Well: Well #1 - 16' KB
 Wellbore: Wellbore #1
 Design: plan1 03may11 rbw

Local Co-ordinate Reference: Well Well #1 - 16' KB
 TVD Reference: KB @ 6320.00ft
 MD Reference: KB @ 6320.00ft
 North Reference: True
 Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
5,100.00	7.35	247.83	5,090.35	-60.61	-148.77	160.65	0.00	0.00	0.00
5,200.00	7.35	247.83	5,189.53	-65.44	-160.63	173.44	0.00	0.00	0.00
5,255.93	7.35	247.83	5,245.00	-68.14	-167.25	180.60	0.00	0.00	0.00
Mahogany									
5,300.00	7.35	247.83	5,288.71	-70.27	-172.48	186.24	0.00	0.00	0.00
5,400.00	7.35	247.83	5,387.88	-75.10	-184.33	199.04	0.00	0.00	0.00
5,500.00	7.35	247.83	5,487.06	-79.93	-196.18	211.84	0.00	0.00	0.00
5,600.00	7.35	247.83	5,586.24	-84.76	-208.03	224.64	0.00	0.00	0.00
5,700.00	7.35	247.83	5,685.42	-89.58	-219.89	237.44	0.00	0.00	0.00
5,800.00	7.35	247.83	5,784.60	-94.41	-231.74	250.23	0.00	0.00	0.00
5,900.00	7.35	247.83	5,883.77	-99.24	-243.59	263.03	0.00	0.00	0.00
6,000.00	7.35	247.83	5,982.95	-104.07	-255.44	275.83	0.00	0.00	0.00
6,100.00	7.35	247.83	6,082.13	-108.90	-267.30	288.63	0.00	0.00	0.00
6,200.00	7.35	247.83	6,181.31	-113.73	-279.15	301.43	0.00	0.00	0.00
6,300.00	7.35	247.83	6,280.48	-118.56	-291.00	314.22	0.00	0.00	0.00
6,400.00	7.35	247.83	6,379.66	-123.39	-302.85	327.02	0.00	0.00	0.00
6,500.00	7.35	247.83	6,478.84	-128.21	-314.70	339.82	0.00	0.00	0.00
6,600.00	7.35	247.83	6,578.02	-133.04	-326.56	352.62	0.00	0.00	0.00
6,700.00	7.35	247.83	6,677.19	-137.87	-338.41	365.42	0.00	0.00	0.00
6,755.26	7.35	247.83	6,732.00	-140.54	-344.96	372.49	0.00	0.00	0.00
TGR3									
6,800.00	7.35	247.83	6,778.37	-142.70	-350.26	378.21	0.00	0.00	0.00
6,900.00	7.35	247.83	6,875.55	-147.53	-362.11	391.01	0.00	0.00	0.00
7,000.00	7.35	247.83	6,974.73	-152.36	-373.97	403.81	0.00	0.00	0.00
7,100.00	7.35	247.83	7,073.90	-157.19	-385.82	416.61	0.00	0.00	0.00
7,200.00	7.35	247.83	7,173.08	-162.01	-397.67	429.41	0.00	0.00	0.00
7,300.00	7.35	247.83	7,272.26	-166.84	-409.52	442.21	0.00	0.00	0.00
7,400.00	7.35	247.83	7,371.44	-171.67	-421.37	455.00	0.00	0.00	0.00
7,433.99	7.35	247.83	7,405.15	-173.31	-425.40	459.35	0.00	0.00	0.00
7,500.00	6.36	247.83	7,470.69	-176.29	-432.70	467.24	1.50	-1.50	0.00
7,540.54	5.75	247.83	7,511.00	-177.90	-436.87	471.51	1.50	-1.50	0.00
Douglas Creek									
7,600.00	4.86	247.83	7,570.20	-179.98	-441.76	477.02	1.50	-1.50	0.00
7,700.00	3.36	247.83	7,669.94	-182.68	-448.40	484.19	1.50	-1.50	0.00
7,800.00	1.86	247.83	7,769.64	-184.40	-452.62	488.75	1.50	-1.50	0.00
7,900.00	0.36	247.83	7,869.81	-185.14	-454.42	490.69	1.50	-1.50	0.00
7,924.19	0.00	0.00	7,894.00	-185.16	-454.49	490.76	1.50	-1.50	0.00
3PT Marker									
8,000.00	0.00	0.00	7,969.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,072.19	0.00	0.00	8,042.00	-185.16	-454.49	490.76	0.00	0.00	0.00
Black Shale									
8,100.00	0.00	0.00	8,069.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,200.00	0.00	0.00	8,169.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,300.00	0.00	0.00	8,269.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,338.19	0.00	0.00	8,308.00	-185.16	-454.49	490.76	0.00	0.00	0.00
Castle Peak									
8,400.00	0.00	0.00	8,369.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,500.00	0.00	0.00	8,469.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,600.00	0.00	0.00	8,569.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,700.00	0.00	0.00	8,669.81	-185.16	-454.49	490.76	0.00	0.00	0.00
8,735.19	0.00	0.00	8,705.00	-185.16	-454.49	490.76	0.00	0.00	0.00
Utaland Butte									
8,800.00	0.00	0.00	8,769.81	-185.16	-454.49	490.76	0.00	0.00	0.00

Sharewell
Planning Report



Database: EDM 5000.1 Single User Db
Company: Bill Barrett Corp.
Project: Duchesne County, UT [NAD27]
Site: 18-12D-37 BTR
Well: Well #1 - 16' KB
Wellbore: Wellbore #1
Design: plan1 03may11 rbw

Local Co-ordinate Reference:
TVD Reference:
MD Reference:
North Reference:
Survey Calculation Method:

Well Well #1 - 16' KB
KB @ 8320.00ft
KB @ 8320.00ft
True
Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
8,841.19	0.00	0.00	8,811.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR1									
8,900.00	0.00	0.00	8,869.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,000.00	0.00	0.00	8,969.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,100.00	0.00	0.00	9,069.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,147.19	0.00	0.00	9,117.00	-185.16	-454.49	490.76	0.00	0.00	0.00
Wasatch									
9,200.00	0.00	0.00	9,169.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,300.00	0.00	0.00	9,269.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,389.19	0.00	0.00	9,359.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR2									
9,400.00	0.00	0.00	9,369.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,500.00	0.00	0.00	9,469.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,600.00	0.00	0.00	9,569.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,700.00	0.00	0.00	9,669.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,788.19	0.00	0.00	9,758.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR3									
9,800.00	0.00	0.00	9,769.81	-185.16	-454.49	490.76	0.00	0.00	0.00
9,900.00	0.00	0.00	9,869.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,000.00	0.00	0.00	9,969.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,100.00	0.00	0.00	10,069.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,100.19	0.00	0.00	10,070.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR4									
10,200.00	0.00	0.00	10,169.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,300.00	0.00	0.00	10,269.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,400.00	0.00	0.00	10,369.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,403.19	0.00	0.00	10,373.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR4A									
10,500.00	0.00	0.00	10,469.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,539.19	0.00	0.00	10,509.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR5									
10,600.00	0.00	0.00	10,569.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,700.00	0.00	0.00	10,669.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,715.19	0.00	0.00	10,685.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR6									
10,800.00	0.00	0.00	10,769.81	-185.16	-454.49	490.76	0.00	0.00	0.00
10,900.00	0.00	0.00	10,869.81	-185.16	-454.49	490.76	0.00	0.00	0.00
11,000.00	0.00	0.00	10,969.81	-185.16	-454.49	490.76	0.00	0.00	0.00
11,039.19	0.00	0.00	11,009.00	-185.16	-454.49	490.76	0.00	0.00	0.00
CR7									
11,100.00	0.00	0.00	11,069.81	-185.16	-454.49	490.76	0.00	0.00	0.00
11,200.00	0.00	0.00	11,169.81	-185.16	-454.49	490.76	0.00	0.00	0.00
11,300.00	0.00	0.00	11,269.81	-185.16	-454.49	490.76	0.00	0.00	0.00
11,339.19	0.00	0.00	11,309.00	-185.16	-454.49	490.76	0.00	0.00	0.00

Sharewell
Planning Report



Database:	EDM 5000.1 Single User Db	Local Co-ordinate Reference:	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	TVD Reference:	KB @ 6320.00ft
Project:	Duchesne County, UT [NAD27]	MD Reference:	KB @ 6320.00ft
Site:	16-12D-37 BTR	North Reference:	True
Well:	Well #1 - 16' KB	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (usft)	Easting (usft)	Latitude	Longitude
16-12D-37 BTR Target - plan hits target center - Point	0.00	0.00	7,894.00	-185.16	-454.49	691,722.47	2,246,478.77	40° 13' 44.86 N	110° 37' 1.97 W
16-12D-37 BTR PBHL - plan hits target center - Rectangle (sides W200.00 H200.00 D3,415.00)	0.00	0.00	11,309.00	-185.16	-454.49	691,722.47	2,246,478.77	40° 13' 44.86 N	110° 37' 1.97 W

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
4,499.71	4,495.00	Green River		0.00	
5,255.93	5,245.00	Mahogany		0.00	
6,755.26	6,732.00	TGR3		0.00	
7,540.54	7,511.00	Douglas Creek		0.00	
7,924.19	7,894.00	3PT Marker		0.00	
8,072.19	8,042.00	Black Shale		0.00	
8,338.19	8,308.00	Castle Peak		0.00	
8,735.19	8,705.00	Uteland Butte		0.00	
8,841.19	8,811.00	CR1		0.00	
9,147.19	9,117.00	Wasatch		0.00	
9,389.19	9,359.00	CR2		0.00	
9,786.19	9,756.00	CR3		0.00	
10,100.19	10,070.00	CR4		0.00	
10,403.19	10,373.00	CR4A		0.00	
10,539.19	10,509.00	CR5		0.00	
10,715.19	10,685.00	CR6		0.00	
11,039.19	11,009.00	CR7		0.00	

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 5th day of April, 2011, by and between Ralph M. Giles, Trustee of the Ralph M. Giles Revocable Trust, with an address of P.O. Box 405, Tabiona, UT 84072-0405, ("Surface Owner"), and, Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting Sections 11 and 12, Township 3 South, Range 7 West, USM, of Duchesne County, Utah; and,

WHEREAS, such leases grant to BBC the right and privilege of ingress, egress, exploring, drilling, mining, operating for, producing and owning oil and gas and all other products produced therewith, together with the right to make surveys on said lands, lay pipelines, construct roads and bridges, dig canals, build power stations, telephone lines, employes houses and other structures on said lands, necessary or useful in BBC's operations; and,

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the following wells:

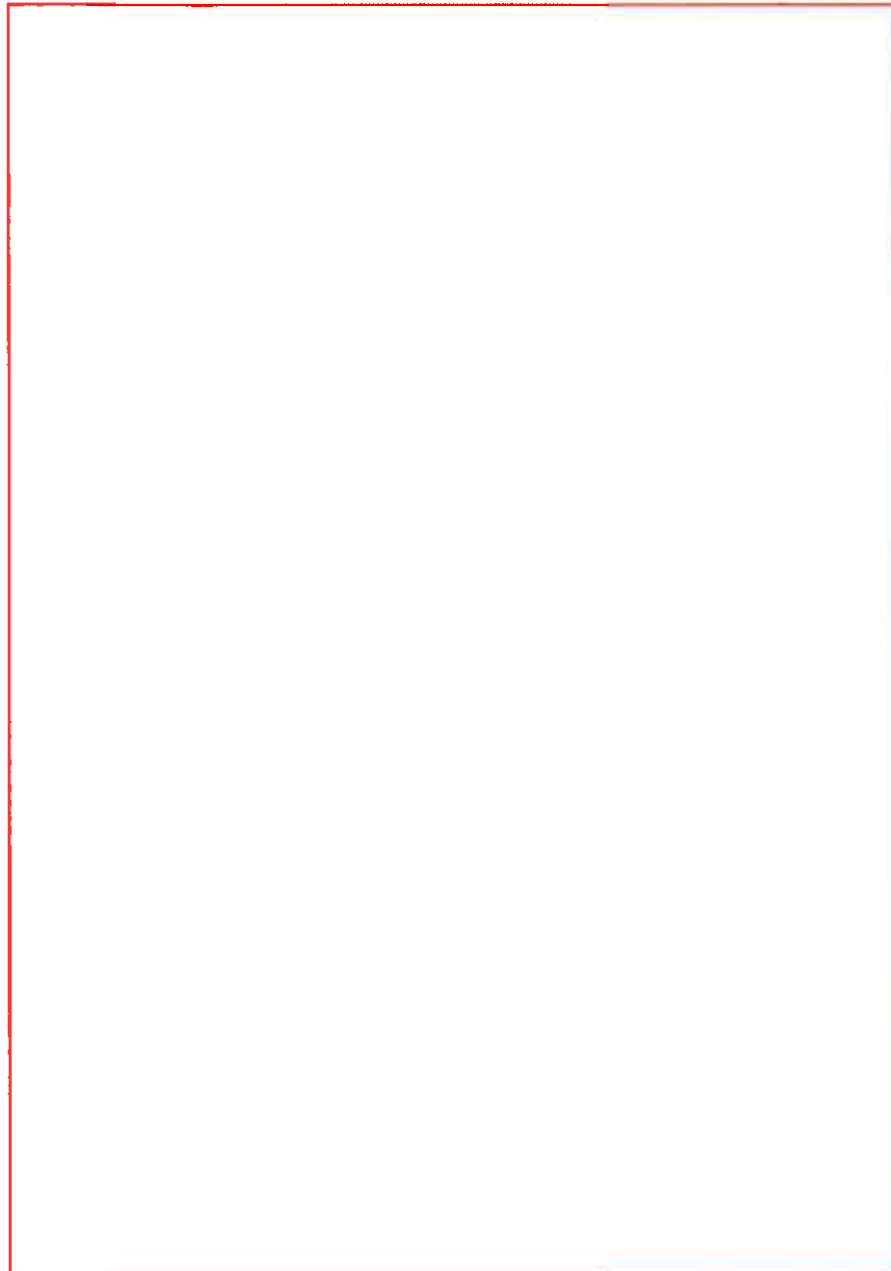
#14-11-37 BTR,

#16-11-37 BTR,

#14-12-37 BTR, and,

#16-12-37 BTR wells at legal drill-site locations in the S1/2 of Sections 11 and 12, Township 3 South, Range 7 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the S1/2 of Sections 11 and 12, Township 3 South, Range 7 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,



BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads.

BBC shall repair any fences and gates damaged by them during the course of their operations on the lands subject to this Agreement.

Surface Owner and their heirs or assigns shall have full access and use of the road built pursuant to this Agreement.

This Agreement shall inure to the benefit of the parties hereto, their heirs, successors and assigns and shall be a burden running with the land.

This Agreement may be executed in any number of counterparts and all such counterparts shall be deemed to constitute a single Agreement and the execution of one counterpart by any party hereto shall have the same force and effect as if said party had signed all other counterparts.

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 5th day of April, 2011.

SURFACE OWNER :

BILL BARRETT CORPORATION

By: Ralph M. Giles, Trustee
Ralph M. Giles, Trustee

By: Clint W. Turner
Clint W. Turner
As Agent for Bill Barrett Corporation

STATE OF UTAH)

COUNTY OF Duchesne)

On the 5th day of May, 2011, personally appeared before me Ralph M. Giles, Trustee, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

Cora Lee Sanchez
Notary Public
Residing at: Duchesne Utah 84021

My Commission Expires: 12-17-2011

STATE OF UTAH)

COUNTY OF SALT LAKE)

On the 19 day of May, 2011, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

Daniel William Costley
Notary Public
Residing at:

My Commission Expires: 10-24-2014

**STATE OF UTAH
COUNTY OF DUCHESENE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

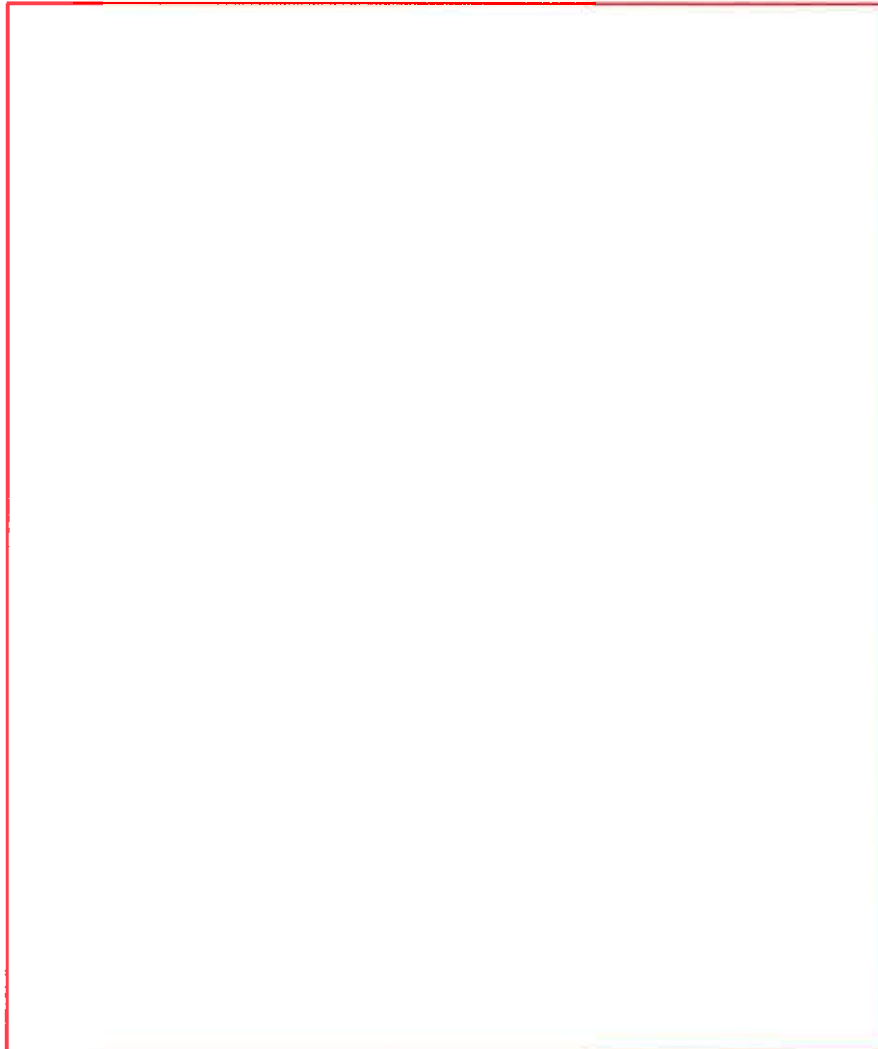
WHEREAS, Little Red Creek Cattle Company, LLC whose mailing address is PO Box 332, Tabiona, UT 84072 (hereinafter referred to as GRANTOR), whether one or more, is the owner of the surface of the following described property located in Duchesne County, Utah, to-wit:

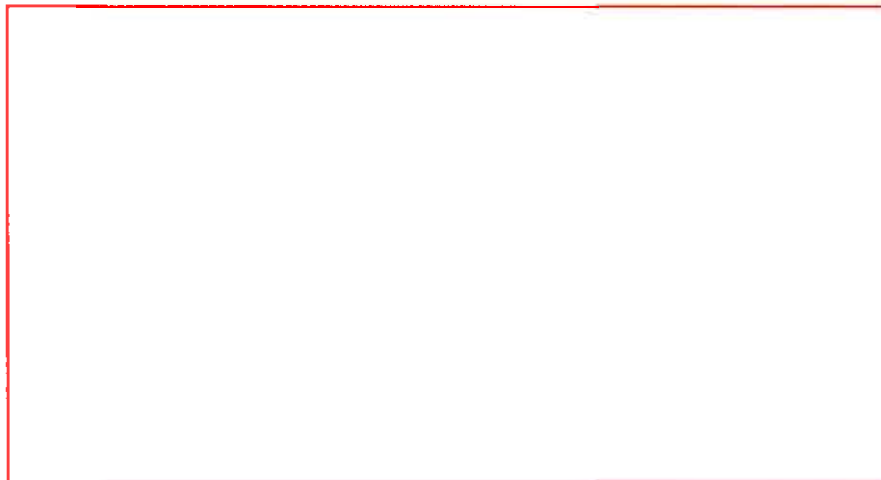
TOWNSHIP 3 SOUTH RANGE 6 WEST 103M
Section 7: Lot 4 (SW1/4SW1/4)

See Exhibits "A" and "B" Attached

WHEREAS, Bill Barrett Corporation, whose address is 1099 16th Street, Suite 2300, Denver, CO 80202 (hereinafter referred to as GRANTEE) desires to construct an access road and a pipeline or pipelines and appurtenances therein for the transportation of natural gas, water, saltwater and other substances on a portion of said property.

WHEREAS, Grantee has agreed to reimburse Grantor for actual damages and injuries to all crops, timber, fences and other improvements located on the surface which result from grantee's operations hereunder, provided that Grantee shall not be held liable or responsible for acts of providence or occurrences beyond Grantor's control, such payment to be made upon commencement of operations to construct the road and pipeline or pipelines; so,





The making, execution and delivery of this document by Grantor has been induced by no representations, statements, warranties, or other agreements other than those herein expressed. This agreement embodies the entire understanding of the parties, and this instrument may be amended or modified only by subsequent written agreement of the parties.

This agreement shall inure to the benefit of the parties hereto, their heirs, successors, and assigns and shall be a burden running with the land.

IN WITNESS WHEREOF, this Surface Land Use Agreement is executed as of the date of the respective acknowledgments of the parties hereto, but is effective as of the 31st day of March, 2011.

GRANTOR:
LITTLE RED CREEK CATTLE COMPANY, LLC

By: [Signature]
Gary Strickland, in Manager

Date: 4.15.11

GRANTEE:

BILL BARRETT CORPORATION

By: [Signature]
Clint W. Turner, as Agent for Bill Barrett Corporation

ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF

On this 15th day of April, 2011, before me personally appeared Gary Strickland, as Manager of Little Red Creek Cattle Company, LLC known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

[Signature]
Notary Public
Residing at:

My Commission Expires: 1.6.2015



ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF SALT LAKE

On this 15th day of April, 2011, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

My Commission Expires: 10-24-2014
Notary Public
Residing at:

SURFACE USE PLAN

BILL BARRETT CORPORATION

16-12D-37 BTR Well Pad

SE SE, 996' FSL, 356' FEL, Section 12, T3S, R7W, USB&M (surface hole)

SE SE, 810' FSL, 810' FEL, Section 12, T3S, R7W, USB&M (bottom hole)

Duchesne County, Utah

The project is located entirely on private surface with surface use agreements in place:

- **Pad area - Ralph M. Giles Trustee**
- **Access, pipeline and powerline corridors-**
 - **Ralph M. Giles Trustee**
 - **Little Red Creek Cattle Co. LLC**

The project is located entirely on Ute Tribe minerals.

The onsite inspection is pending.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

- a. The proposed well site is located approximately 14.9 miles northwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing Duchesne County maintained Koch Road (CR 23) would be utilized for 5.7 miles to an existing El Paso maintained access road that would be utilized for 1.3 miles that provides access to the planned new access road.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permit are required

Bill Barrett Corporation
Surface Use Plan
16-12D-37 BTR
Duchesne County, UT

- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 1,458 feet of new access road trending northwest is planned from the proposed 14-7D-36 BTR access road. The 14-7D-36 BTR access is being applied for under a separate application and continues an additional 2,384 feet to the existing El Paso maintained access road (see Topographic Map B).
- b. The road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed because the access road is short and adequate site distance exists in all directions.

Bill Barrett Corporation
Surface Use Plan
16-12D-37 BTR
Duchesne County, UT

- i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
 - j. No gates or cattle guards are anticipated at this time.
 - k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
 - l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
 - m. The operator would be responsible for all maintenance needs of the new access road.
- 3. Location of Existing Wells (see One-Mile Radius Map):
 - a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	one
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	one
vii. abandoned wells	five
- 4. Location of Production Facilities
 - a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or gas lift unit with a natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.
 - b. Most wells would be fitted with a pump jack or Roto-flex unit or gas lift to assist liquid production if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks or Roto-flex units would be small (75 horsepower or less),

Bill Barrett Corporation
Surface Use Plan
16-12D-37 BTR
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natural gas-fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 15 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by a generator.

- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 1,516 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending southeast to the proposed 14-7D-36 BTR pipeline corridor. The 14-7D-36 BTR pipeline corridor is being applied for with a separate application and continues approximately 2,384 feet to the existing pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC and El Paso wells. The pipeline crosses entirely private surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.
- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

Bill Barrett Corporation
 Surface Use Plan
 16-12D-37 BTR
 Duchesne County, UT

- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Juniper Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.
- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River

- b. No new water well is proposed with this application.
- c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

Bill Barrett Corporation
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- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

- a. The use of materials would conform to 43 CFR 3610.2-3.
- b. No construction materials would be removed from the lease or EDA area.
- c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.
- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Bill Barrett Corporation
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 16-12D-37 BTR
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Disposal Facilities	
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W	
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W	
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W	
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W	
5. Unified Water Pits – Sec. 31, T2S-R4W	
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley	

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

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- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A surface powerline corridor 1,476 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 400 feet x 300 feet with an inboard reserve pit size of 100 feet x 205 feet x 8 feet deep. See section 12.d below for disturbance estimates.

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- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.
- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.

Bill Barrett Corporation
Surface Use Plan
16-12D-37 BTR
Duchesne County, UT

- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the landowner specified seed mix.
- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the landowner prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

- a. Surface ownership –
 - Pad area - Ralph M. Giles Trustee
 - Access, pipeline and powerline corridors-
 - Ralph M. Giles Trustee
 - Little Red Creek Cattle Co. LLC
- b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

- a. Montgomery Archeological Consultants has previously conducted a Class III archeological survey. A copy of the report, MOAC 11-088, will be submitted under separate cover to the appropriate agencies by Montgomery.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.

Bill Barrett Corporation
Surface Use Plan
16-12D-37 BTR
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- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors.

d. Disturbance estimates:

Approximate Acreage Disturbances


Well Pad		3.616	acres
Access	1,458 feet	1.004	acres
Pipeline	1,516 feet	1.044	acres
Powerline	1,458 feet	1.004	acres
Total		6.668	acres

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

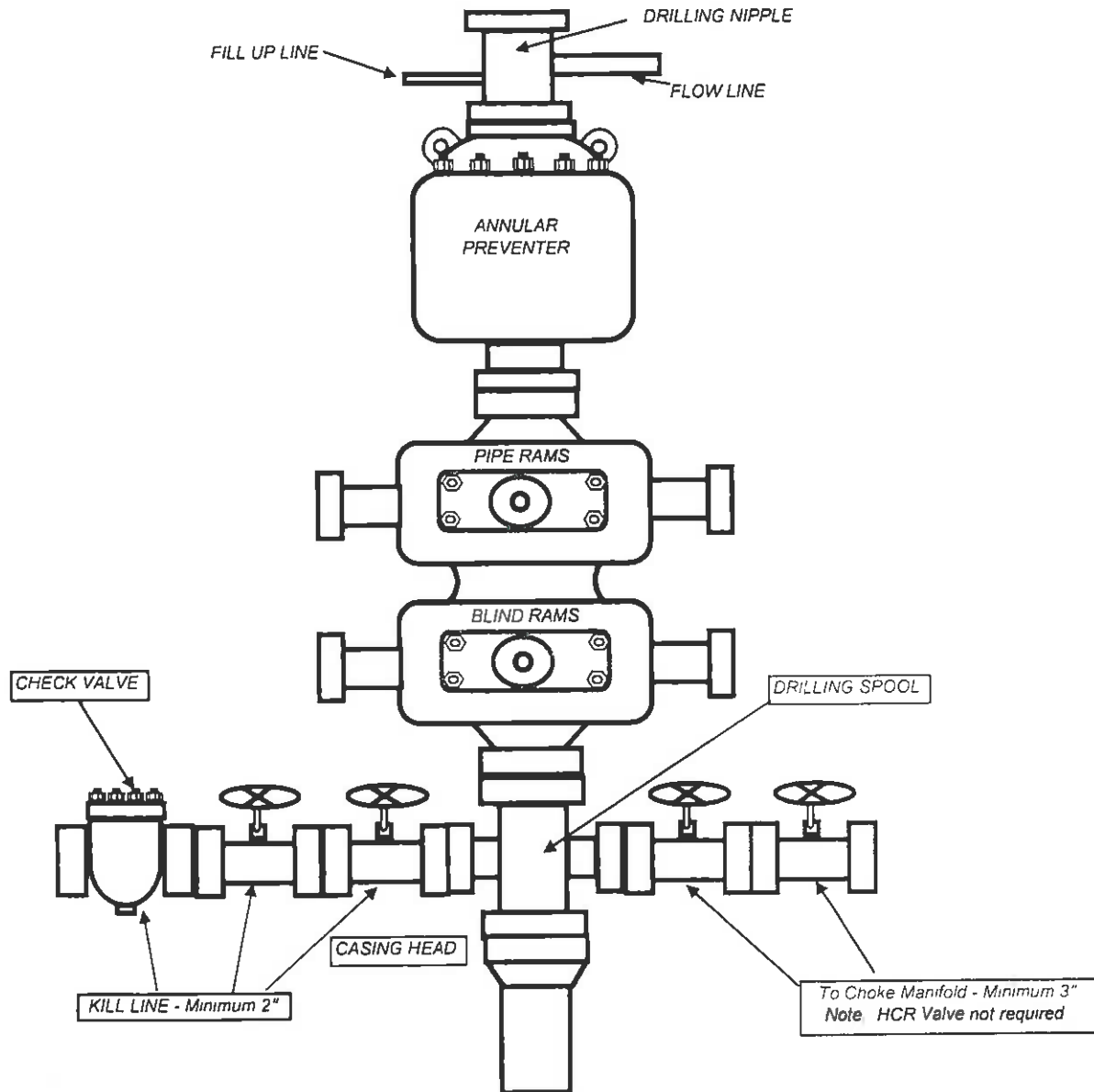
Executed this 23rd day of May 2011
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Senior Permit Analyst

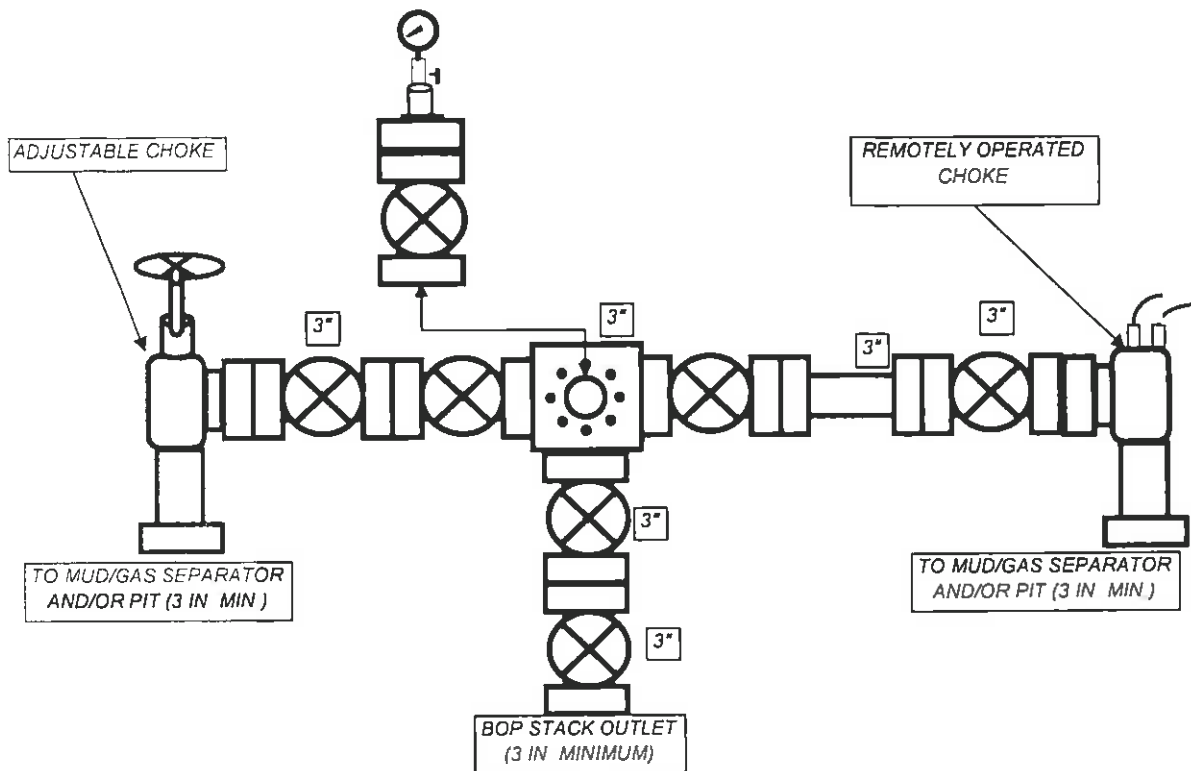
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





May 23, 2011

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #16-12D-37 BTR Well
Surface: 996' FSL & 356' FEL, SESE, 12-T3S-R7W, USBM
Bottom Hole: 810' FSL & 810' FEL, SESE, 12-T3S-R7W, USBM
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Blacktail Ridge Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,



David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#16-12D-37 BTR
SECTION 12, T3S, R7W, U.S.B.&M.
996' FSL 356' FEL

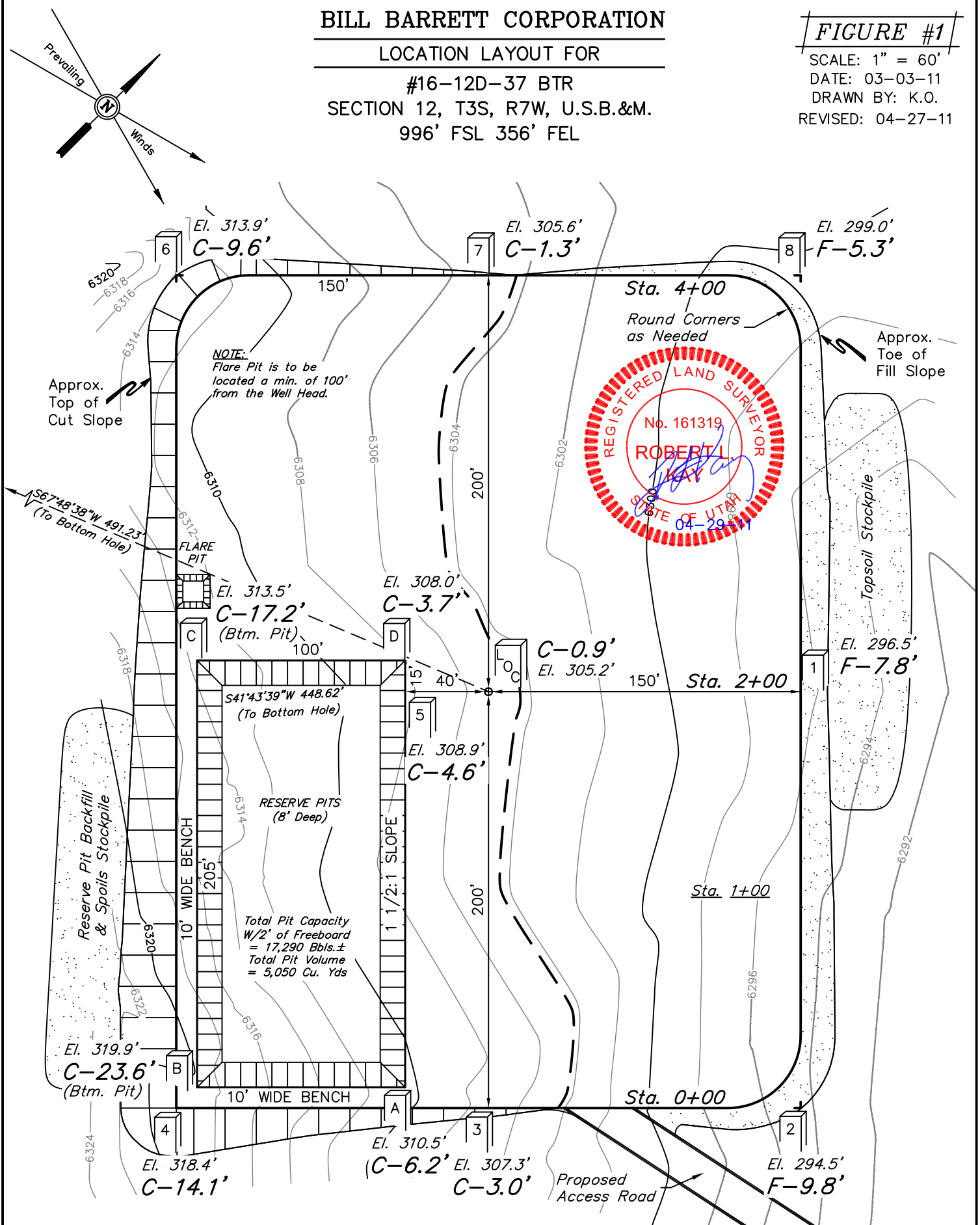
FIGURE #1

SCALE: 1" = 60'

DATE: 03-03-11

DRAWN BY: K.O.

REVISED: 04-27-11



UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Jun. 28, 2011

BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

#16-12D-37 BTR

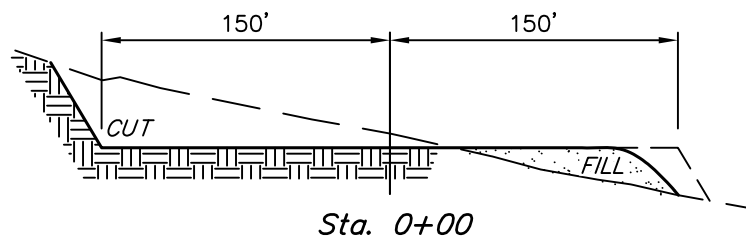
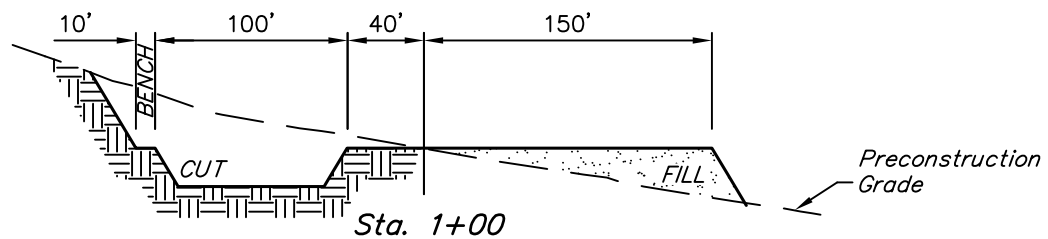
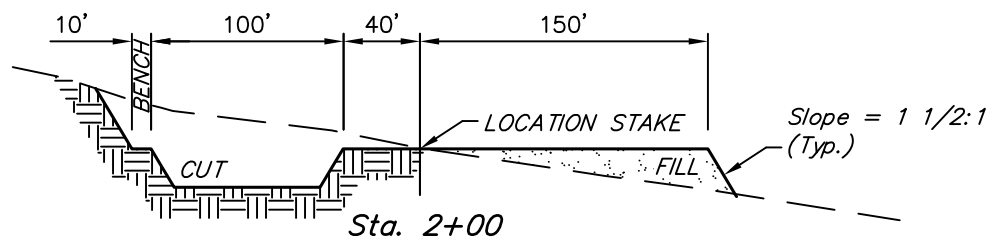
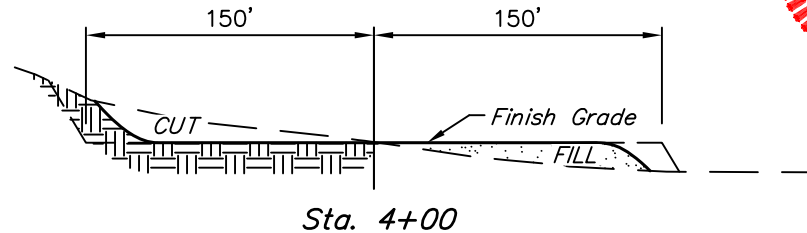
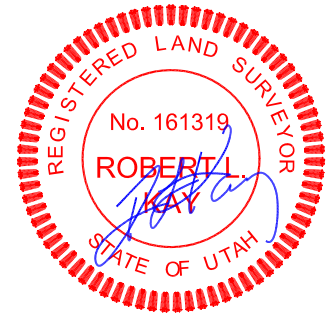
SECTION 12, T3S, R7W, U.S.B.&M.

996' FSL 356' FEL

FIGURE #2

1" = 40'
X-Section
Scale
1" = 60'

DATE: 03-03-11
DRAWN BY: K.O.

**NOTE:**

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 5.682 ACRES
ACCESS ROAD DISTURBANCE = ± 1.004 ACRES
PIPELINE DISTURBANCE = ± 1.044 ACRES
TOTAL = ± 7.730 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

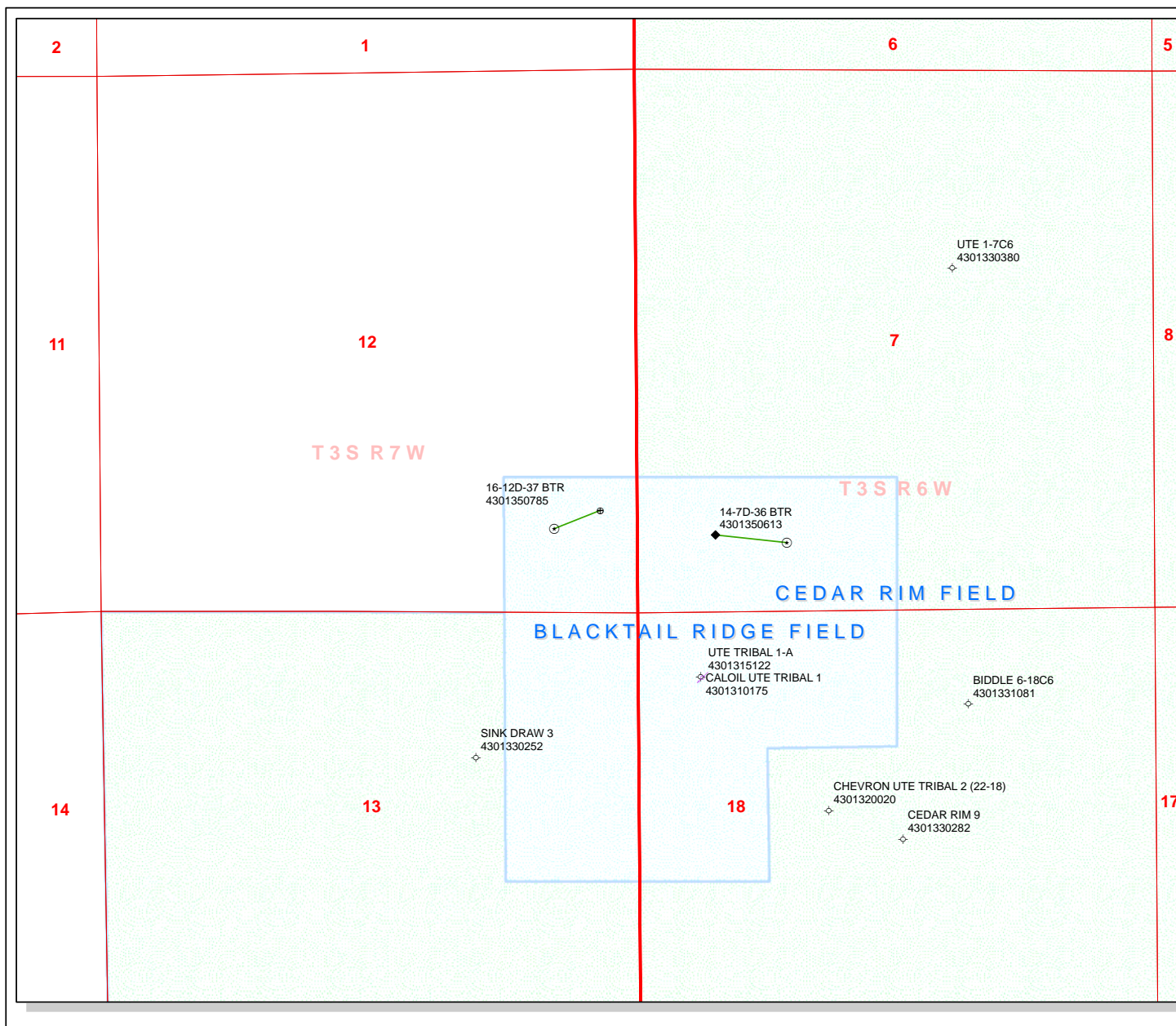
APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,630 Cu. Yds.
Remaining Location = 17,790 Cu. Yds.
TOTAL CUT = 20,420 CU.YDS.
FILL = 11,430 CU.YDS.

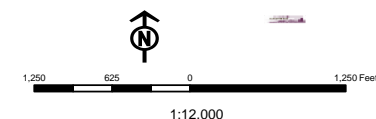
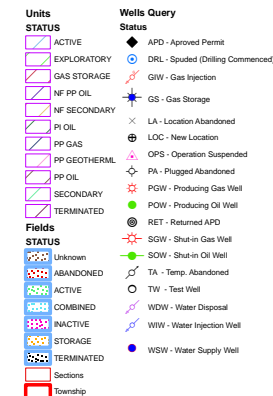
EXCESS MATERIAL = 8,990 Cu. Yds.
Topsoil & Pit Backfill = 5,160 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 3,830 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Jun. 28, 2011



API Number: 4301350785
Well Name: 16-12D-37 BTR
Township T0.3 . Range R0.7 . Section 12
Meridian: UBM
Operator: BILL BARRETT CORP
 Map Prepared:
 Map Produced by Diana Mason



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator	BILL BARRETT CORP				
Well Name	16-12D-37 BTR				
API Number	43013507850000	APD No	3866	Field/Unit	CEDAR RIM
Location: 1/4,1/4	SESE	Sec	12	Tw	3.0S
		Rng	7.0W	996	FSL 356 FEL
GPS Coord (UTM)	532712	4453098	Surface Owner	Ralph M. Giles	

Participants

James Hereford (BLM), Kary Eldredge (Bill Barrett), Don Hamilton (Star Point), Trevor Anderson (UELS), Joe Avia (EIS), Richard Powell (DOGM), Kelly Jo Jackson (Montgomery)

Regional/Local Setting & Topography

This location sits approximately .25 mile south west of Rabbit Gulch on the toe of a long slope downward from the west. Rabbit Gulch is a large drainage wash and the predominate local feature. Rabbit Gulch drains to Starvation Lake approximately 6 miles to the east. Duchesne UT is approximately 15 miles to the east.

Surface Use Plan**Current Surface Use**

Wildlfe Habitat

Deer Winter Range

New Road Miles

0.28

Well Pad**Width** 300 **Length** 400**Src Const Material**

Onsite

Surface Formation

UNTA

Ancillary Facilities N**Waste Management Plan Adequate?**

Y

Environmental Parameters**Affected Floodplains and/or Wetlands** N**Flora / Fauna**

Deer, elk, coyote, rabbits and other small mammals, song birds, raptors

Pinion, Juniper, sparse grasses, prickly pear

Soil Type and Characteristics

Very shallow sandy loam soil on exposed rock outcroppings

Erosion Issues N**Sedimentation Issues** N**Site Stability Issues** N**Drainage Diverson Required?** N**Berm Required?** N**Erosion Sedimentation Control Required?** N

Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? Y Cultural Resources? Y

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations		
Presence Nearby Utility Conduits	Unknown	10
	Final Score	40 1 Sensitivity Level

Characteristics / Requirements

The reserve pit will be place in cut in a stable location. The pit will be 100ft x 205ft x 8ft deep with a total capacity including freeboard of 17,290bbl. Kary Eldredge of BBC said they will use a 20 mil liner with a felt sub-liner.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 16 Pit Underlayment Required? Y

Other Observations / Comments

Richard Powell
Evaluator

6/15/2011
Date / Time

Application for Permit to Drill

Statement of Basis

6/28/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
3866	43013507850000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Ralph M. Giles	
Well Name	16-12D-37 BTR		Unit		
Field	CEDAR RIM		Type of Work	DRILL	
Location	SESE 12 3S 7W U 996 FSL 356 FEL GPS Coord (UTM) 532711E 4453100N				

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill
APD Evaluator

6/28/2011
Date / Time

Surface Statement of Basis

This onsite evaluation was scheduled by James Hereford of the BLM. According to Mr. Hereford, the land owner Ralph M. Giles was contacted but chose not to attend. Mr. Hereford related concerns which he did discuss with Mr. Giles. Mr. Giles requested that disturbance to the land be kept as minimal as possible. Also, there is a very old brush fence which Mr. Giles requested to be preserved. The access road to this particular well does not affect the brush fence but later sections of road leading to other wells beyond this location on the same access do cross or pass nearby the brush fence. During the onsite on Mr. Giles land, Kelly Jackson of Montgomery archeology flagged the brush fences to mark appropriate road rerouting. Mr. Hereford requested that trees and brush be pushed to the side in a manner to be easily used for reclamation purposes.

Richard Powell
Onsite Evaluator

6/15/2011
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/23/2011**API NO. ASSIGNED:** 43013507850000**WELL NAME:** 16-12D-37 BTR**OPERATOR:** BILL BARRETT CORP (N2165)**PHONE NUMBER:** 303 312-8134**CONTACT:** Tracey Fallang**PROPOSED LOCATION:** SESE 12 030S 070W**Permit Tech Review:** ☒**SURFACE:** 0996 FSL 0356 FEL**Engineering Review:** ☐**BOTTOM:** 0810 FSL 0810 FEL**Geology Review:** ☒**COUNTY:** DUCHESNE**LATITUDE:** 40.22959**LONGITUDE:** -110.61550**UTM SURF EASTINGS:** 532711.00**NORTHINGS:** 4453100.00**FIELD NAME:** CEDAR RIM**LEASE TYPE:** 2 - Indian**LEASE NUMBER:** 2OG0005608**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER-WASATCH**SURFACE OWNER:** 4 - Fee**COALBED METHANE:** NO**RECEIVED AND/OR REVIEWED:**☒ **PLAT**☒ **Bond:** INDIAN - LPM8874725☐ **Potash**☐ **Oil Shale 190-5**☐ **Oil Shale 190-3**☐ **Oil Shale 190-13**☒ **Water Permit:** Duchesne City Culinary Water Dock☐ **RDCC Review:**☒ **Fee Surface Agreement**☐ **Intent to Commingle****Commingle Approved****LOCATION AND SITING:**☐ **R649-2-3.****Unit:**☐ **R649-3-2. General**☐ **R649-3-3. Exception**☒ **Drilling Unit****Board Cause No:** Cause 139-84**Effective Date:** 12/31/2008**Siting:** 660' Fr Drl U Bdry & 1320' Fr Other Wells☒ **R649-3-11. Directional Drill****Comments:** Presite Completed**Stipulations:**
4 - Federal Approval - dmason
5 - Statement of Basis - bhll
15 - Directional - dmason**RECEIVED:** Jun. 28, 2011



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 16-12D-37 BTR
API Well Number: 43013507850000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 6/28/2011

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

MAY 27 2011

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER **BLM**

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 2OG0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	8. Lease Name and Well No. 16-12D-37 BTR
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SESE 996FSL 356FEL 40.229592 N Lat, 110.616300 W Lon At proposed prod. zone SESE 810FSL 810FEL 40.229081 N Lat, 110.617928 W Lon		9. API Well No. 43 013 50785
14. Distance in miles and direction from nearest town or post office* 14.9 MILES NORTHWEST OF DUCHESNE, UT		10. Field and Pool, or Exploratory CEDAR RIM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810'	16. No. of Acres in Lease 66101.00	11. Sec., T., R., M., or Blk. and Survey or Area Sec 12 T3S R7W Mer UBM
18. Distance from proposed location to nearest well, drilling completed, applied for, on this lease, ft. 2077'	19. Proposed Depth 11339 MD 11309 TVD	12. County or Parish DUCHESNE
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6305 GL	22. Approximate date work will start 01/01/2012	13. State UT
23. Estimated duration 60 DAYS (D&C)		17. Spacing Unit dedicated to this well 640.00
20. BLM/BIA Bond No. on file LPM8874725		

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 05/23/2011
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date OCT 04 2011
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #108892 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 06/06/2011 ()

NOTICE OF APPROVAL
RECEIVED

OCT 12 2011

DIV. OF OIL, GAS & MINING

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

UDOGM



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation

Location: SESE, Sec. 12, T3S, R7W(S)
SESE, Sec. 12, T3S, R7W (B)

Well No: 16-12D-37 BTR

Lease No: 2OG0005608

API No: 43-013-50785

Agreement: N/A

OFFICE NUMBER: (435) 781-4400
OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel shall refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.
- The personnel from the BLM shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease until resources can be identified and protected properly.
- Production facilities will be painted Beetle Green to blend in with the surrounding habitat.
- Wood that will be removed will be piled up along well access road, and around well pad. This can be used by the land owner, or for reclamation purposes.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Roads and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact surface owners or the BLM for possible seed mixes to use in the project area. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to surface on the production casing.
- Gamma Ray Log shall be run from TD to Surface.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**

- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or work-over program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, work-over, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 16-12D-37 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013507850000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/1/2012			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

February 2012 monthly drilling activity to report: well spud.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 March 06, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 3/5/2012

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: CEDAR RIM
COUNTY: DUCHESNE		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 2/28/2012	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 This well was spud by Triple A Drilling on 02/28/2012 at 9:30 am.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY
 March 06, 2012

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 2/29/2012	

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350785	16-12D-37 BTR		SESE	12	3S	7W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18446	2/28/2012			3/20/2012	
Comments: Spudding Operation was conducted by Triple A Drilling @ 9:30 am. <u>GR-WS BHL Sese</u>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350754	14-10D-45 BTR		SESW	10	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18447	2/26/2012			3/20/2012	
Comments: Spudding Operating was conducted by Triple A Drilling @ 2:30 pm. <u>GR-WS BHL SESW</u>							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752006	Aurora Federal 15-28D-7-20		SWSE	28	7S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18448	2/24/2012			3/20/2012	
Comments: Spudding Operating was conducted by Triple A Drilling @ 11:30 am. <u>GR-WS BHL SWSE</u>							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

2/29/2012

Title

Date

Div. of Oil, Gas & Mining

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 16-12D-37 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013507850000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

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TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 3/31/2012			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

No March 2012 monthly drilling activity to report.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 April 13, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 4/5/2012

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 16-12D-37 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013507850000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

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TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 4/30/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

No April 2012 monthly drilling activity to report.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 May 11, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 5/3/2012

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: CEDAR RIM
COUNTY: DUCHESNE		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 5/31/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
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	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

May 2012 monthly drilling activity report is attached.

**Accepted by the
Utah Division of
Oil, Gas and Mining**

FOR RECORD ONLY

June 01, 2012

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 6/1/2012	

**16-12D-37 BTR 5/14/2012 06:00 - 5/15/2012 06:00**

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	1	RIGUP & TEARDOWN	Move camps, Front yard. Crews went home @ 18:00.

16-12D-37 BTR 5/15/2012 06:00 - 5/16/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	1	RIGUP & TEARDOWN	Lay over derrick, set pits and sub on new location.

16-12D-37 BTR 5/16/2012 06:00 - 5/17/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	17.00	23:00	1	RIGUP & TEARDOWN	Finish rigging up backyard. Trucks released @ 13:00, raise derrick @ 16:30. Fill pits, r/u floor. Rig on daywork @2300
23:00	3.00	02:00	14	NIPPLE UP B.O.P	NU conductor pipe and weld in 2" collar
02:00	4.00	06:00	20	DIRECTIONAL WORK	Rack BHA & PU directional tools

16-12D-37 BTR 5/17/2012 06:00 - 5/18/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.50	09:30	20	DIRECTIONAL WORK	PU BHA, Dir tools and orient same.
09:30	0.50	10:00	7	LUBRICATE RIG	Rig Service.
10:00	20.00	06:00	2	DRILL ACTUAL	Drill f/ 80-1280'

16-12D-37 BTR 5/18/2012 06:00 - 5/19/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	2	DRILL ACTUAL	Steerable Drig 1280' - 1361'. Lost returns.
07:00	5.50	12:30	5	COND MUD & CIRC	Pump lcm sweep, lcm pills. Lost 500 bbls.
12:30	2.00	14:30	2	DRILL ACTUAL	Steerable Drig 1361' - 1406'. Lost returns.
14:30	7.50	22:00	5	COND MUD & CIRC	Pump lcm sweep. lcm pills. Lost 600 bbls.
22:00	3.00	01:00	2	DRILL ACTUAL	Steerable Drig 1406' - 1494'.
01:00	2.00	03:00	5	COND MUD & CIRC	Pump lcm pill, build volume. Lost 500 bbls.
03:00	3.00	06:00	2	DRILL ACTUAL	Steerable Drig 1494' - 1566'.

16-12D-37 BTR 5/19/2012 06:00 - 5/20/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	2	DRILL ACTUAL	Drill 1566' - 1597'. No returns. Lost 150 bbls. 325 gpm, 1050 psi, rop 62 fph.
06:30	2.50	09:00	5	COND MUD & CIRC	Pump lcm pill, build volume.
09:00	1.00	10:00	2	DRILL ACTUAL	Drill 1597' - 1629'. Partial returns, lost 400 bbls. 325 gpm, 1000 psi, rop 32 fph.
10:00	3.00	13:00	5	COND MUD & CIRC	Pump lcm pill, build volume.
13:00	3.50	16:30	2	DRILL ACTUAL	Drill 1629' - 1725'. 80 % returns, lost 150 bbls. 325 gpm, 1100 psi, rop 27 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig Service.
17:00	13.00	06:00	2	DRILL ACTUAL	Drill 1725' - 1979'. 80% returns, lost 300 bbls. 350 gpm, 1000 psi, rop 20 fph.

16-12D-37 BTR 5/20/2012 06:00 - 5/21/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	5	COND MUD & CIRC	C & C f/bit trip. Pump 100 bbl 35% lcm pill, dry job.
07:00	7.00	14:00	6	TRIPS	TOH. X/O bit, MWD. TIH. Hole displaced on every stand, good circ after trip.
14:00	7.00	21:00	2	DRILL ACTUAL	Steerable Drig 1979' - 2137'. Lost returns.
21:00	6.00	03:00	5	COND MUD & CIRC	Pump LCM pills, build volume.
03:00	1.00	04:00	2	DRILL ACTUAL	Drill 2137' - 2163' w/partial, then no returns.
04:00	2.00	06:00	5	COND MUD & CIRC	Pump LCM pills, build volume.

16-12D-37 BTR 5/21/2012 06:00 - 5/22/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	5	COND MUD & CIRC	Pump LCM pills, build volume.
08:30	1.50	10:00	2	DRILL ACTUAL	Drill 2163' - 2186'. Sweep hole w/lcm, no returns. Lost 750 bbls.
10:00	3.00	13:00	5	COND MUD & CIRC	Pump LCM pills, build volume.
13:00	0.50	13:30	7	LUBRICATE RIG	Rig Service.
13:30	4.50	18:00	2	DRILL ACTUAL	Drill 2186' - 2296'. Sweep hole w/lcm, no returns. Lost 2250 bbls.
18:00	0.50	18:30	5	COND MUD & CIRC	Build volume.
18:30	9.50	04:00	2	DRILL ACTUAL	Drill 2296' - 2460'. Sweep hole w/lcm, no returns. Lost 2500 bbls. Rop 17 fph. Tried to slide without success.
04:00	1.50	05:30	5	COND MUD & CIRC	Build high vis 40% lcm pill, spot on bottom.
05:30	0.50	06:00	6	TRIPS	TOH.

16-12D-37 BTR 5/22/2012 06:00 - 5/23/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.50	14:30	6	TRIPS	TOH. L/D reamers, X/O bit, mm. TIH. Hole would not fill. Utah State OSHA did inspection w/Patterson safety personnel.
14:30	1.50	16:00	5	COND MUD & CIRC	Build volume, pump 60 bbl lcm pill down backside, 60 bbl lcm pill down dp.
16:00	0.50	16:30	7	LUBRICATE RIG	Rig Service.
16:30	1.50	18:00	2	DRILL ACTUAL	Drill 2460' - 2477'.
18:00	1.00	19:00	5	COND MUD & CIRC	Build volume.
19:00	11.00	06:00	2	DRILL ACTUAL	Drill/slide 2477' - 2632 w/no returns. Wob 35k, rpm 45/91, spp 700 psi, dp 100 psi, gpm 350, rop 14 fph.

16-12D-37 BTR 5/23/2012 06:00 - 5/24/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.50	09:30	2	DRILL ACTUAL	Drill/Slide 2632' - 2695' w/no returns. wob 35k, rpm 50/100, spp 1000 psi, dp 300 psi, rop 18 fph.
09:30	3.50	13:00	5	COND MUD & CIRC	Build volume, pump 55% lcm pills down backside(40 bbls) and dp(75 bbls) and displace, 1 per hour.
13:00	0.50	13:30	7	LUBRICATE RIG	Rig Service.
13:30	7.50	21:00	5	COND MUD & CIRC	Pump 55% lcm pills down backside(40 bbls) and dp(75 bbls) and displace, 1 per hour.
21:00	0.50	21:30	6	TRIPS	Pull 10 stds dp.
21:30	4.00	01:30	5	COND MUD & CIRC	Pump 55% lcm pills down backside(40 bbls) and dp(75 bbls) and displace. Got returns.
01:30	2.50	04:00	6	TRIPS	Stage back to bottom, 100% returns.
04:00	2.00	06:00	2	DRILL ACTUAL	Drill/Slide 2695' - 2727'. wob 35k, rpm 45/117, spp 800 psi, dp 100 psi, rop 16 fph. Well seeping, losing 10-20 bbls/hr.

16-12D-37 BTR 5/24/2012 06:00 - 5/25/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	Drill/Slide 2727' - 3044'. wob 35k, rpm 50/168, spp - 1750 psi, dp 150 psi, rop - 31.7 Able to go to full strokes @ 2730'.
16:00	0.50	16:30	7	LUBRICATE RIG	Rig service
16:30	11.50	04:00	2	DRILL ACTUAL	Drill/Slide 3044-3298'. WOP 35k' rpm 45/168 spp 1800, diff spiking. rop 22. Survey 1.51* @ 152.99 azi, MW 8.55#/gal, 39 vis 28% LCM
04:00	0.50	04:30	5	COND MUD & CIRC	Circ bttms up, pump pill
04:30	1.50	06:00	6	TRIPS	TOH for bit & motor

16-12D-37 BTR 5/25/2012 06:00 - 5/26/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.00	12:00	6	TRIPS	TOOH,LD Motor & Bit,PU motor & scribe. New bit VAREL HE34JMRSV
12:00	5.50	17:30	2	DRILL ACTUAL	Drill/slide 3298-3394 96' 5.5 hrs 17.4 avg Survey @ 3394 , 1.81* 188.05 azi M wt 8.65 ppg/38 vis 18% LCM
17:30	0.50	18:00	7	LUBRICATE RIG	Rig Service
18:00	12.00	06:00	2	DRILL ACTUAL	Drill/slide 3394'-3616' 222', 18.5' avg survey @ 3521' 2.39* 215.69 azi M wt 8.8 ppg/40 vis, 20 % LCM

16-12D-37 BTR 5/26/2012 06:00 - 5/27/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.00	09:00	2	DRILL ACTUAL	drill/Slide 3595-3648
09:00	0.50	09:30	7	LUBRICATE RIG	rig service
09:30	4.00	13:30	2	DRILL ACTUAL	Drill/slide 3648-3722
13:30	5.00	18:30	6	TRIPS	TOOH,RU/LD machine LD BHA
18:30	8.50	03:00	12	RUN CASING & CEMENT	Run 9 5/8 Casing 1 shoe track & 84 jnts J55,36# Fill pipe @1840' and circ 1 hole vol.
03:00	3.00	06:00	5	COND MUD & CIRC	Fill casing,and attempt to circ. no returns. Mix & pump LCM

16-12D-37 BTR 5/27/2012 06:00 - 5/28/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	5	COND MUD & CIRC	Fill casing attempt to circ.mix & pump LCM.Full returns
08:30	5.50	14:00	12	RUN CASING & CEMENT	Rig up Halliburton,Pressure test/5000 psi,pump 20bbl water,40 bbl Super flush,20bbl water,Lead 635 sks. 11ppg,Tail 235 sks 14.8 ppg, drop plug,displace w/ 276 bbl. Final pumping pressure 380#,Bump plug to 1100 psi, Bleed off and check floats. Top job #1 100sks. 15.8#/G No returns
14:00	1.50	15:30	13	WAIT ON CEMENT	Wait on cement
15:30	1.00	16:30	12	RUN CASING & CEMENT	Top job #2 250 sks 15.8#/G No returns
16:30	1.00	17:30	13	WAIT ON CEMENT	Wait on cement
17:30	0.50	18:00	7	LUBRICATE RIG	Rig Service
18:00	2.00	20:00	12	RUN CASING & CEMENT	Top Job #3 350 sks 15.8#/G Cement to surface dropped as soon as shutdown
20:00	4.00	00:00	13	WAIT ON CEMENT	Wait on cement
00:00	1.50	01:30	12	RUN CASING & CEMENT	Top job #4 300 sks 15.8#/G Cement to surface No drop
01:30	2.00	03:30	13	WAIT ON CEMENT	Wait on cement
03:30	2.50	06:00	14	NIPPLE UP B.O.P	Nipple down conductor/cut off casing/weld on wellhead

16-12D-37 BTR 5/28/2012 06:00 - 5/29/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	14	NIPPLE UP B.O.P	Weld on wellhead
07:30	5.00	12:30	14	NIPPLE UP B.O.P	Nipple up

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
12:30	4.00	16:30	15	TEST B.O.P	Test BOP equipment as follows: Blind Rams,Pipe Rams,Choke line,IBOP,Choke Manifold Upper & Lower Kelly Valve and Safety valve to 5000 psi. Hold f/ 10 min. Test Annular to 2500 psi. hold f/ 10 min. Test casing to 1500 psi. hold f/ 30 min.
16:30	1.00	17:30	20	DIRECTIONAL WORK	Pick up Directional tools
17:30	0.50	18:00	7	LUBRICATE RIG	rig service
18:00	4.00	22:00	6	TRIPS	Install wear bushing,make up BHA,orient dirc. tools,install rubber
22:00	1.00	23:00	21	OPEN	clean cement out of flowline
23:00	2.00	01:00	2	DRILL ACTUAL	Drill out cement & float equip. drill 20' new formation
01:00	0.50	01:30	21	OPEN	FIT @3742' Held 390psi for 10.5 ppg EMW
01:30	4.50	06:00	2	DRILL ACTUAL	Drill 3742-3910 4.5 hrs168'avg 37fph MW 8.4 vis 27 survey 3817' 2.54* @ 184.37 azi.

16-12D-37 BTR 5/29/2012 06:00 - 5/30/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 5,789.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	2	DRILL ACTUAL	Drig 3910-4354'. 435' in 9.5 hrs 45.8fph.Survey @ 4325 1.49* @ 261.34 azi. MW 8.5 Vis 32. Started losing mud @ 4200'. Pump LCM sweeps etc.
15:30	0.50	16:00	7	LUBRICATE RIG	Service rig, Function test BOP.
16:00	14.00	06:00	2	DRILL ACTUAL	Drig 4354-4798'. 444' in 14hrs 32 fph. Survey @ 4705 5.39* @ 247.54 azi, MW 8.6#/gal 36 vis 12% LCM in active system. Bypassed shakers @ 4570'. Total losses for day 1000 bbls

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Lawrence Lorenzen Phone Number 435-828-6095
Well Name/Number 16-12^D-37 BTR SWD
Qtr/Qtr SE/SE Section 12 Township 3S Range ~~6W~~ 7W
Lease Serial Number FEE
API Number 43-013-50785

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM ☐ PM ☐

Casing – Please report time casing run starts, not cementing times.

- ☒ Surface Casing
- ☐ Intermediate Casing
- ☐ Production Casing
- ☐ Liner
- ☐ Other

RECEIVED

MAY 25 2012

DIV. OF OIL, GAS & MINING

Date/Time 5/25/11² 20:00 AM ☐ PM ☒

BOPE

- ☒ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

Date/Time 5/26/11² 1:00 AM ☒ PM ☐

Remarks Times are estimates only.

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Pat Clark Phone Number 435-828-6095
Well Name/Number 16-12-37 BTR SWD
Qtr/Qtr SE/SE Section 12 Township 3S Range ~~6W~~ 7W
Lease Serial Number FEE
API Number 43-013-50785

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM ☐ PM ☐

Casing – Please report time casing run starts, not cementing times.

- ☐ Surface Casing
- ☐ Intermediate Casing
- ☒ Production Casing
- ☐ Liner
- ☐ Other

Date/Time 6/09/11 20:00 AM ☐ PM ☒

BOPE

- ☐ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

RECEIVED

JUN 12 2012

DIV. OF OIL, GAS & MINING

Date/Time _____ AM ☐ PM ☐

Remarks Times are estimates only.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
9. FIELD and POOL or WILDCAT: CEDAR RIM		COUNTY: DUCHESNE
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 6/30/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

June 2012 monthly drilling activity report is attached.

**Accepted by the
Utah Division of
Oil, Gas and Mining**

FOR RECORD ONLY

July 05, 2012

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 7/3/2012	

**16-12D-37 BTR 6/1/2012 06:00 - 6/2/2012 06:00**

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	2	DRILL ACTUAL	Finish slip & cut. TIH work tite spot @ 3900'. Work thru TIH to 5460
08:00	6.00	14:00	3	REAMING	Kelly up and wash and ream from 5460-5560'. Hole cleaned up. Set kelly back and run stands from derrick. Hit tite spot @ 5780 and got stuck. Kelly up and work free. Ream to bottom.
14:00	16.00	06:00	2	DRILL ACTUAL	Drill to 6449'. Survey@6292 8.58* @257.48 azi. MW 93/gal, vis 41, lcm 21%

16-12D-37 BTR 6/2/2012 06:00 - 6/3/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	Drlg 6449-6806', 357' in 10 hrs, Survey at 6799' 5.77* @ 271.85 azi, MW 8.9#/gal 38 vis 25% LCM. #2 pump down parts ordered will have running 6/3 am
16:00	0.50	16:30	7	LUBRICATE RIG	Rig service, function test pipe rams.
16:30	13.50	06:00	2	DRILL ACTUAL	Drlg 6806-7315'. 509' in 13.5 hrs 38 fph, survey at 7242 2.68* @ 210.83 azi.MW 9.05#/dal 45 vis 28% lcm. Having trouble sliding due to limited pump rate.

16-12D-37 BTR 6/3/2012 06:00 - 6/4/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	Drlg 7315-7493'. 178' in 10 hrs. Not sliding well. #2 pump up and running @ 1300hrs. Motor stalling @ 250-300 psi diff. Survey @ 7432 1.7* @ 196.58, MW 9.3#/gal 41 vis 28% lcm
16:00	0.50	16:30	7	LUBRICATE RIG	Rig Service, Function BOP
16:30	2.50	19:00	2		Drlg 7493-7557'. 64' in 2.5 hrs. Survey 7496' 1.1* @ 188.53 azi. MW 9.25 #/gal 44 vis 25% lcm. Still wont slide without stalling motor.
19:00	1.00	20:00	5	COND MUD & CIRC	Mix and pump pill
20:00	4.00	00:00	6	TRIPS	TOH, trip was smooth did not see tight spots from previous trip. L/D motor and bit.
00:00	6.00	06:00	6	TRIPS	Function test blind rams. Pickup fresh bit & motor, orient dir tools. TIH

16-12D-37 BTR 6/4/2012 06:00 - 6/5/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	6	TRIPS	Finish tih.
07:00	6.00	13:00	2	DRILL ACTUAL	Steerable Drlg 7556' - 7777'. Wob 20k, rpm 50/79, spp 1650 psi, dp 100 psi, 525 gpm, rop 37 fph.
13:00	0.50	13:30	7	LUBRICATE RIG	Rig Service. Function pipe rams.
13:30	16.50	06:00	2	DRILL ACTUAL	Steerable Drlg 7777' - 8240'. Wob 20k, rpm 50/69, spp 1450 psi, dp 70 psi, 450 gpm, rop 28 fph.

16-12D-37 BTR 6/5/2012 06:00 - 6/6/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.00	15:00	2	DRILL ACTUAL	Steerable Drlg 8240' - 8444'. wob 20-25k, rpm 48/69, spp 1500 psi, dp 100 psi, gpm 430, rop 23 fph.
15:00	0.50	15:30	7	LUBRICATE RIG	Rig Service.
15:30	14.50	06:00	2	DRILL ACTUAL	Steerable Drlg 8444' - 8873'. Wob 20-25k, rpm 48/69, spp 1600 psi, dp 100 psi, gpm 430, rop 30 fph.

16-12D-37 BTR 6/6/2012 06:00 - 6/7/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	Drig 8873' - 9269'. Wob 23k, rpm 50/65, spp 1500 psi, dp 100 psi, 430 gpm, rop 38 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig Service. Bop Drill. Flow check, function annular.
17:00	13.00	06:00	2	DRILL ACTUAL	Drig 9269' - 9692'. Wob 23k, rpm 50/65, spp 1500 psi, dp 100 psi, 430 gpm, rop 33 fph.

16-12D-37 BTR 6/7/2012 06:00 - 6/8/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	7.00	13:00	2	DRILL ACTUAL	Drig 9692' - 9968'. Wob 25k, rpm 50/57, spp 1550 psi, dp 200 psi, gpm 385, rop 39 fph.
13:00	0.50	13:30	7	LUBRICATE RIG	Rig Service. BOP drill, function pipe rams.
13:30	15.00	04:30	2	DRILL ACTUAL	Drig 9968' - 10570'. Wob 25k, rpm 50/57, spp 1550 psi, dp 200 psi, gpm 390, rop 40 fph. TD well @ 10570'.
04:30	1.50	06:00	5	COND MUD & CIRC	Pump high vis, 35 % lcm sweep, Circulate out f/short trip.

16-12D-37 BTR 6/8/2012 06:00 - 6/9/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	5	COND MUD & CIRC	C & C f/short trip. Displace dp w/ clean mud.
06:30	3.50	10:00	6	TRIPS	Short trip 33 stds to 7500'. Hole in good shape.
10:00	3.00	13:00	5	COND MUD & CIRC	C & C f/logs. Displace dp w/clean mud, pump pill.
13:00	7.00	20:00	6	TRIPS	Toh f/logs. L/D dir tools, mm, bit.
20:00	8.00	04:00	11	WIRELINE LOGS	Log hole. Ran Quad combo, caliper td up to surf csg. Gamma, sonic array, dual lateralog, den & neu porosity 200' - TD. Logger's TD - 10,490'. R/D loggers.
04:00	2.00	06:00	6	TRIPS	P/u tricone and bit sub, tih.

16-12D-37 BTR 6/9/2012 06:00 - 6/10/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	6	TRIPS	Finish tih. hole in good shape.
10:00	2.50	12:30	5	COND MUD & CIRC	C & C to LDDP. Pump pill. HSM. Rig up Frank's to lddp.
12:30	10.50	23:00	6	TRIPS	LDDP. Break kelly. L/D BHA. Pull wear bushing.
23:00	7.50	06:30	12	RUN CASING & CEMENT	HSM. R/u casers. Run 5 1/2" FS, 2 jts 5 1/2" csg, FC, 1 jt csg, test float equip. Run csg.

16-12D-37 BTR 6/10/2012 06:00 - 6/11/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.00	11:00	12	RUN CASING & CEMENT	Run 5 1/2", 17 #, P-110, LT&C Csg as follows: float shoe, 2 jts csg, float collar, 16 jts csg, mj @ 9806', 18 jts csg, mj @ 9032', 37 jts csg, mj @ 7456', 177 jts csg(250 total). P/U jt # 251, tag bottom @ 10570', L/D jt #251. P/U LJ, land csg @ 10565'. Ran 67 centralizers to 3701'.
11:00	5.00	16:00	5	COND MUD & CIRC	C&C f/cement. HSM. R/U Halliburton to cmt csg.
16:00	4.00	20:00	12	RUN CASING & CEMENT	Pressure test pump & Lines to 5K. Pump 5 bbl water spacer, pump 40 bbls superflush 101, pump 5 bbl water spacer, Pump 62 bbls (150 sks) 11# tuned light lead cmt, 352 bbls(850 sx) 11# tuned light mid. Pump 164 bbls (650 sks) 13.5 # tail cmt. Displace with 243 bbls water with Cla-web and aldacide g. Full returns through 160 bbls, then 1/2 returns through 220 bbls, then lost returns. No cement to surface. Final lift pressure 1900 #, bump plug 900 over. Check floats, held, bled back 2.5 bbls. HSM RD HES.
20:00	4.00	00:00	21	SET SLIPS AND CLEAN PITS	NDBOP. Lift up bop and Cameron set slips w/ 165 k(25 k over string wt.). Made rough cut, installed night cap. Clean pits, release rig @ midnight.

**16-12D-37 BTR 6/13/2012 06:00 - 6/14/2012 06:00**

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.50	08:30	LOCL	Lock Wellhead & Secure	Well Secured With 11" Night Cap. BackFill Cellar
08:30	3.00	11:30	IWHD	Install Wellhead	Safety Meeting With Cameron, Check Surface Casing & 5.5" For Pressure, 0 Psi On Both Sides. N/D 11" Night Cap, Cleaned And Dressed Up 5.5" Csg Top, Set And N/U 11" x 7 1/16" 5k Tbg. Head With 2 1/16" x 5k Gate Valves. Tested Hanger Seals To 5000 Psi, Good Test. Secured Well Head With 7" 5K Night Cap.
11:30	18.50	06:00	LOCL	Lock Wellhead & Secure	WSI Shut In And Secured. Construction Crew Prepping For Facilities.

16-12D-37 BTR 6/14/2012 06:00 - 6/15/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com

16-12D-37 BTR 6/15/2012 06:00 - 6/16/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	CTRL	Crew Travel	SLB Crew travel to location from Vernal yard.
08:00	1.00	09:00	SRIG	Rig Up/Down	MIRU SLB wireline,
09:00	1.25	10:15	WLWK	Wireline	MIRU SLB wireline, P/up CCL, Junk Basket & 4.65 Gauge Ring. RIH and tag PBTD @ 10,424,' Pooh with CCL/Junk Basket. G/R.
10:15	3.50	13:45	LOGG	Logging	P/up CBL/CCL/GR Logging tools. RIH to PBTD, ran correlation strip from 10,424' to 10,224' Completed Repeat pass. Verified tie in. Drop down and Applied 1000 psi to casing, started logging main pass from 10,424' to Surface, Top of cement @ 3620', Quality of cement is good from 10,424' to 3600'. Located maker Jts @ 7402' to 7422', 8970' to 8998', 9750' to 9772',
13:45	1.00	14:45	GOP	General Operations	L/D Logging tool, secured well head, RDMO SLB. Construction crews continue to work on production battery.
14:45	15.25	06:00	LOCL	Lock Wellhead & Secure	Well head and location secured for the night.

16-12D-37 BTR 6/16/2012 06:00 - 6/17/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Frac tree shut in secured. Construction Crews Can't to work on production facility. Started hauling in BBC frac tanks from the 13H-21 to the 14-7-36 staging area.

16-12D-37 BTR 6/17/2012 06:00 - 6/18/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com

16-12D-37 BTR 6/20/2012 06:00 - 6/21/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Finish Spotting Frac Line Finish Filling 3% KCL Finish Setting Staging Area Production Crew Working On Facilities

16-12D-37 BTR 6/21/2012 06:00 - 6/22/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Fill Staging Area. Fill 50% Of Prod. Wtr. Production Crew Con't On Facilities.

16-12D-37 BTR 6/22/2012 06:00 - 6/23/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Finish Filling Frac Line With Produced Water. Finish Filling Staging Area. Production Crew Working On Facilities.

16-12D-37 BTR 6/23/2012 06:00 - 6/24/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Set Frac Mandrel And Test. Set Frac Tree, Test With Casing. Set Open Tops. Production Crew Work On Facilities.

16-12D-37 BTR 6/25/2012 06:00 - 6/26/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Production Crew Working On Facilities. Rig Up FlowBack And SandTrap

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: CEDAR RIM
COUNTY: DUCHESNE		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION	OTHER: <input style="width: 100px;" type="text"/>
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 7/18/2012	<input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> PRODUCTION START OR RESUME		
<input type="checkbox"/> SPUD REPORT Date of Spud:				
<input type="checkbox"/> DRILLING REPORT Report Date:				

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This well had first gas sales on 7/7/2012 and first oil sales on 7/18/2012.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
July 19, 2012

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 7/19/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
9. FIELD and POOL or WILDCAT: CEDAR RIM		COUNTY: DUCHESNE
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 7/31/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 July 2012 monthly drilling activity report is attached.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY
 August 08, 2012

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 8/2/2012	

**16-12D-37 BTR 7/1/2012 06:00 - 7/2/2012 06:00**

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	LOCL	Lock Wellhead & Secure	WSI And Secured. 0 Psi. On Well.
06:30	1.00	07:30	SRIG	Rig Up/Down	SLB WireLine Arrive On Location, Hold Safety Meeting. Rig Up Equipment. Pick Up Lubricator, Rig Up To Well.
07:30	0.50	08:00	PTST	Pressure Test	Test Lubricator To 4500#. Arm Gun.
08:00	1.50	09:30	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 9,750 - 9,772'. Drop Down To Depth, Perforate Stage 1 CR-4A/CR-4 Zone, 10,125 - 10,350'. 45 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
09:30	3.00	12:30	SRIG	Rig Up/Down	HES On Location At 10:00 Hrs. Rig Up Equipment
12:30	17.50	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

16-12D-37 BTR 7/2/2012 06:00 - 7/3/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.75	06:45	LOCL	Lock Wellhead & Secure	HES Crew On Location At 0600 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Ran QC On Fluid, Looks Good.
06:45	0.25	07:00	SMTG	Safety Meeting	Safety Meeting. Talk About Smoking Area, PPE, Escape And Mustering Areas, Communication, And Red Zone.
07:00	1.59	08:35	FRAC	Frac. Job	Frac Stage 1. Fluid System: Hybor G 21 Open Well, 50# lcp. BrokeDown At 3396 Psi. And 10.0 Bpm. Pump 3900 Gals. 15% Acid With 90 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 4,840 Psi. And 72.4 Bpm. Get Isip, 3040 Psi., .74 FG., 40/45 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 3290 Psi., .76 FG. Total 100 Mesh - 19,400# Total 20/40 CRC: 156,400# Total 3% KCL: 80,274 Gals.. 1,922 Bbls.. Total Produced Water: 72,161 Gals.. 1,718 Bbls.. BWTR: 3860 Bbls. Max Rate: 71.0 Bpm Avg. Rate: 70.4 Bpm Max. Pressure: 5,058 Psi. Avg. Pressure: 4,758 Psi.
08:35	0.59	09:10	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CBP Plug Assembly. Equalize To Well Pressure.
09:10	1.33	10:30	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 9,750 - 9,772'. Drop Down To Depth, SET CBP At 10,114'. 2,700 Psi. On Well. Perforate Stage 2 CR-4/CR-3 Zone, 9,835 - 10,094'. 45 Holes. 2,550 Psi. On Well. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
10:30	0.17	10:40	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
10:40	1.58	12:15	FRAC	Frac. Job	<p>Frac Stage 2. Fluid System: Hybor G 21 Open Well, 2625# lcp. BrokeDown At 2814 Psi. And 10.0 Bpm. Pump 3900 Gals. 15% Acid With 90 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 4861 Psi. And 71.0 Bpm. Get Isip, 2865 Psi., .73 FG., 36/45 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 3120 Psi., .75 FG. Total 100 Mesh - 20,500# Total 20/40 CRC: 167,200# Total 3% KCL: 84,901 Gals.. 2,021 Bbls.. Total Produced Water: 76,049 Gals.. 1,811 Bbls.. BWTR: 4055 Bbls. Max Rate: 71.1 Bpm Avg. Rate: 70.6 Bpm Max. Pressure: 4,820 Psi. Avg. Pressure: 4,531 Psi.</p>
12:15	0.17	12:25	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CBP Plug Assembly. Equalize To Well Pressure.
12:25	1.41	13:50	PFRT	Perforating	<p>RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 8,970 - 8,998'. Drop Down To Depth, SET CBP At 9,870'. 2,650 Psi.. Perforate Stage 3 CR-3/CR-2 Zone, 9,471 - 9,800'. 45 Holes. 2,550 Psi.. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.</p>
13:50	0.17	14:00	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
14:00	1.42	15:25	FRAC	Frac. Job	<p>Frac Stage 3. Fluid System: Hybor G 18 Open Well, 2725# lcp. BrokeDown At 3552 Psi. And 10.1 Bpm. Pump 3900 Gals. 15% Acid With 90 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 4628 Psi. And 71.1 Bpm. Get Isip, 2800 Psi., .73 FG., 37/45 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 3042 Psi., .76 FG. Total 100 Mesh - 18,200# Total 20/40 CRC: 146,400# Total 3% KCL: 75,939 Gals.. 1,808 Bbls.. Total Produced Water: 67,461 Gals.. 1,606 Bbls.. BWTR: 3635 Bbls. Max Rate: 71.3 Bpm Avg. Rate: 70.5 Bpm Max. Pressure: 4,681 Psi. Avg. Pressure: 4,389 Psi.</p>
15:25	0.33	15:45	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CBP Plug Assembly. Equalize To Well Pressure.
15:45	1.33	17:05	PFRT	Perforating	<p>RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 8,970 - 8,998'. Drop Down To Depth, SET CBP At 9,462'. 2,650 Psi. Perforate Stage 4 CR-2/Wasatch Zone, 9,182 - 9,448'. 39 Holes. 2,550 Psi. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.</p>
17:05	0.08	17:10	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
17:10	1.42	18:35	FRAC	Frac. Job	Frac Stage 4. Fluid System: Hybor G 16 Open Well, 2705# lcp. BrokeDown At 3215 Psi. And 10.3 Bpm. Pump 3900 Gals. 15% Acid With 78 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 4930 Psi. And 71.3 Bpm. Get Isip, 2797 Psi., .74 FG., 33/39 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 2936 Psi., .76 FG. Total 100 Mesh - 19,300# Total 20/40 CRC: 156,800# Total 3% KCL: 80,161 Gals.. 1,909 Bbls.. Total Produced Water: 69,967 Gals.. 1,666 Bbls.. BWTR: 3800 Bbls. Max Rate: 72.0 Bpm Avg. Rate: 71.2 Bpm Max. Pressure: 4,744 Psi. Avg. Pressure: 4,461 Psi.
18:35	0.25	18:50	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CBP Plug Assembly. Equalize To Well Pressure.
18:50	1.33	20:10	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 8,970 - 8,998'. Drop Down To Depth, SET CBP At 9,172'. 2,600 Psi. Perforate Stage 5 CR-1 Zone, 8,897 - 9,156'. 39 Holes. 2,500 Psi. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
20:10	0.83	21:00	GOP	General Operations	ShutDown And Secure Equipment.
21:00	9.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

16-12D-37 BTR 7/3/2012 06:00 - 7/4/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.08	06:04	GOP	General Operations	HES Crew On Location At 0530 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Ran QC On Fluid, Looks Good.
06:04	0.17	06:15	SMTG	Safety Meeting	Safety Meeting. Talk About Smoking Area, PPE, Escape And Mustering Areas, Communication, And Red Zone.
06:15	1.59	07:50	FRAC	Frac. Job	Frac Stage 5. Fluid System: Hybor G 16 Open Well, 2259# lcp. BrokeDown At 2759 Psi. And 10.2 Bpm. Pump 3900 Gals. 15% Acid With 78 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 4460 Psi. And 69.5 Bpm. Get Isip, 2450 Psi., .71 FG., 33/39 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 2691 Psi., .74 FG. Total 100 Mesh - 19,200# Total 20/40 CRC: 156,600# Total 3% KCL: 79,772 Gals.. 1,899 Bbls.. Total Produced Water: 69,394 Gals.. 1,652 Bbls.. BWTR: 3780 Bbls. Max Rate: 72.0 Bpm Avg. Rate: 70.6 Bpm Max. Pressure: 4,689 Psi. Avg. Pressure: 4,192 Psi.
07:50	0.17	08:00	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CBP Plug Assembly. Equalize To Well Pressure.
08:00	1.25	09:15	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 7,402 - 7,422'. Drop Down To Depth, SET CBP At 8,866'. 1,950 Psi. On Well. Perforate Stage 6 CR-1/UteLand Butte/Castle Peak Zone, 8,611 - 8,846'. 45 Holes. 1,800 Psi. On Well. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
09:15	0.17	09:25	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
09:25	1.50	10:55	FRAC	Frac. Job	Frac Stage 6. Fluid System: Hybor G 16 Open Well, 1946# lcp. BrokeDown At 2723 Psi. And 10.3 Bpm. Pump 3900 Gals. 15% Acid With 90 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 4026 Psi. And 70.5 Bpm. Get Isip, 2236 Psi., .70 FG., 38/45 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 3079 Psi., .79 FG. Total 100 Mesh - 20,300# Total 20/40 CRC: 142,100# Total 3% KCL: 78,381 Gals.. 1,866 Bbls.. Total Produced Water: 72,007 Gals.. 1,714 Bbls.. BWTR: 3805 Bbls. Max Rate: 71.2 Bpm Avg. Rate: 70.6 Bpm Max. Pressure: 4,175 Psi. Avg. Pressure: 3,919 Psi.
10:55	0.25	11:10	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CBP Plug Assembly. Equalize To Well Pressure.
11:10	1.25	12:25	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. Found And Correlated To Marker Joint At 7,402 - 7,422'. Drop Down To Depth, SET CBP At 8,546'. 2,250 Psi. On Well. Perforate Stage 7 Castle Peak/Black Shale Zone, 8,299 - 8,526'. 42 Holes. 650 Psi. On Well. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
12:25	0.16	12:35	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
12:35	1.58	14:10	FRAC	Frac. Job	Frac Stage 7. Fluid System: Hybor G 16 Open Well, 123# lcp. BrokeDown At 2386 Psi. And 9.6 Bpm. Pump 3900 Gals. 15% Acid With 84 Bio Balls, Flush To 10 Bbls. Over Bottom Perf., ShutDown For 15 Min., Let Balls Fall, Get Stabilized Inj. Rate At 3823 Psi. And 71.3 Bpm. Get Isip, 1960 Psi., .67 FG., 35/42 Holes Open. Pump FR Pad With 3% KCL, Start XLink, Stage Into 1# 100 Mesh, Then Into 1#, 2#, 3#, 3.5#, And 4# 20/40 CRC Stages. Isdp, 2415 Psi., .73 FG. Total 100 Mesh - 21,280# Total 20/40 CRC: 189,980# Total 3% KCL: 92,734 Gals.. 2,208 Bbls.. Total Produced Water: 71,425 Gals.. 1,701 Bbls.. BWTR: 4173 Bbls. Max Rate: 70.9 Bpm Avg. Rate: 70.4 Bpm Max. Pressure: 3,797 Psi. Avg. Pressure: 3,503 Psi.
14:10	0.33	14:30	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up CBP Plug Assembly. Equalize To Well Pressure.
14:30	2.00	16:30	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes .Correlating To HES Spectral Density/Dual Spaced Neutron Dated 06/08/2012 And SLB CBL/CCL Dated 06/14/2008. RIH With Plug, Noticed Stranded Armor At 3800', Pulled Up Hole Set CBP At 3,510'. 1,700 Psi. On Well. POOH. LayDown Tools, Verify All Shots Fired, WSI And Secured.
16:30	1.50	18:00	SRIG	Rig Up/Down	HES And SLB RigDown Equipment And Move Off Location.
18:00	12.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

16-12D-37 BTR 7/5/2012 06:00 - 7/6/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting.
07:30	1.00	08:30	SRIG	Rig Up/Down	MIRU w/o Rig.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
08:30	1.00	09:30	BOPI	Install BOP's	Bled off Pressure from Csg. ND Frac tree & Frac Sleeve. NU 7 1/16" 2' 5K Spool. NU 7 1/16" 5K Double gate, NU 7 1/16" 5K Drilling Spool, NU 7 1/16" 5K Annular, & function test.
09:30	0.50	10:00	SRIG	Rig Up/Down	RU work floor & Tbg. equip.
10:00	1.50	11:30	GOP	General Operations	Unload 2 7/8" L80 EUE. 6.5# Tbg. & Prep.
11:30	1.50	13:00	RUTB	Run Tubing	PU 4 3/4" Hurricane Mill, 2 7/8" POB sub 3 1/8" O.D. w/float, 1 Jt. 2 7/8" L80 6.5# Tbg., 2.205" XN Nipple, 1 Jt., 2.313" X Nipple, & Tbg. Tag Kill Plug @ 3510'
13:00	0.50	13:30	SRIG	Rig Up/Down	RU Power Swivel.
13:30	2.00	15:30	DOPG	Drill Out Plugs	Establish Circulation w/ Rig pump @ 2 bpm. Returning 2 bpm. Drill out Kill plug as follows: Plg. @ 3510', Csg.-400# Circulate bottoms up.
15:30	0.50	16:00	SRIG	Rig Up/Down	RD Power Swivel.
16:00	1.50	17:30	RUTB	Run Tubing	Cont. PU Tbg. to top of perms. @ 8299'.
17:30	12.50	06:00	LOCL	Lock Wellhead & Secure	Secure well for the night. WSI.

16-12D-37 BTR 7/6/2012 06:00 - 7/7/2012 06:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	7.00	14:30	DOPG	Drill Out Plugs	Drill out remaining Plugs. Drill out FC + 40', New PBTD @ 10,521'. Drill out plugs as follows: Plg @ 8546' Csg.-700# Plg. @ 8866', 15' of sand. Csg.-750# Plg. @ 9172', 20' of sand. Csg.-700# Plg. @ 9462', 25' of sand. Csg.-700# Plg. @ 9820', 15' of sand. Csg.-750# Plg. @ 10114', 20' of sand. Csg.-700# Circulate Bottoms up.
14:30	0.50	15:00	SRIG	Rig Up/Down	RD Power Swivel.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com																																																																																																																								
15:00	1.00	16:00	GOP	General Operations	Lay down Tbg. to Landing depth. Wash bowl w/10 Bbls. PU Hanger & Stage thru BOP Stack & Test. Land Tbg. as follows: Tubing Des: Tubing - ProductionSet Depth (ftKB): 8,227.0 Pull Date: Tubing Components <table><tr><th>Jts (ftKB)</th><th>Item Des Btm (ftKB)</th><th>OD (in)</th><th>ID (in)</th><th>Wt (lb/ft)</th><th>Grade</th><th>Len (ft)</th><th>Top</th></tr><tr><td>1</td><td>Tubing Hanger</td><td>5</td><td>2.441</td><td>6.5</td><td>L-80</td><td>0.44</td><td>0</td></tr><tr><td>0.4</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>259</td><td>Tubing</td><td>2 7/8</td><td>2.441</td><td>6.5</td><td>L-80</td><td>8,160.05</td><td>0.4</td></tr><tr><td></td><td>8,160.50</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>1</td><td>X Nipple</td><td>2 7/8</td><td>2.313</td><td>6.5</td><td>L-80</td><td>1.25</td><td>8,160.50</td></tr><tr><td></td><td>8,161.70</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>1</td><td>Tubing</td><td>2 7/8</td><td>2.441</td><td>6.5</td><td>L-80</td><td>31.58</td><td>8,161.70</td></tr><tr><td></td><td>8,193.30</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>1</td><td>XN Nipple</td><td>2 7/8</td><td>2.205</td><td>6.5</td><td>L-80</td><td>1.19</td><td>8,193.30</td></tr><tr><td></td><td>8,194.50</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>1</td><td>Tubing</td><td>2 7/8</td><td>2.441</td><td>6.5</td><td>L-80</td><td>31.59</td><td>8,194.50</td></tr><tr><td></td><td>8,226.10</td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>1</td><td>POB sub</td><td>3 1/8</td><td>2.441</td><td></td><td></td><td>0.85</td><td>8,226.10</td></tr><tr><td></td><td>8,227.00</td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	Jts (ftKB)	Item Des Btm (ftKB)	OD (in)	ID (in)	Wt (lb/ft)	Grade	Len (ft)	Top	1	Tubing Hanger	5	2.441	6.5	L-80	0.44	0	0.4								259	Tubing	2 7/8	2.441	6.5	L-80	8,160.05	0.4		8,160.50							1	X Nipple	2 7/8	2.313	6.5	L-80	1.25	8,160.50		8,161.70							1	Tubing	2 7/8	2.441	6.5	L-80	31.58	8,161.70		8,193.30							1	XN Nipple	2 7/8	2.205	6.5	L-80	1.19	8,193.30		8,194.50							1	Tubing	2 7/8	2.441	6.5	L-80	31.59	8,194.50		8,226.10							1	POB sub	3 1/8	2.441			0.85	8,226.10		8,227.00						
Jts (ftKB)	Item Des Btm (ftKB)	OD (in)	ID (in)	Wt (lb/ft)	Grade	Len (ft)	Top																																																																																																																						
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16:00	0.50	16:30	SRIG	Rig Up/Down	RD Tbg. equip. & work Floor.																																																																																																																								
16:30	0.50	17:00	BOPR	Remove BOP's	Nipple around.																																																																																																																								
17:00	1.00	18:00	GOP	General Operations	Pump off Bit & chase w/ 30 Bbls @ 4 bpm. Tie in sand can to sales line. Put well on Production.																																																																																																																								
18:00	12.00	06:00	SRIG	Rig Up/Down	RDMO w/o Rig. Move Rig & equip. to 16-1D-46 BTR. Cost\$11,992 3,639,597.65																																																																																																																								

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: CEDAR RIM
COUNTY: DUCHESNE		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 8/31/2012	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS
	<input type="checkbox"/> CHANGE WELL STATUS
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
	<input type="checkbox"/> CONVERT WELL TYPE
	<input type="checkbox"/> DEEPEN
	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE
	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME
	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF
	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION
	<input type="checkbox"/> OTHER
	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

August 2012 monthly drilling activity report is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 September 06, 2012

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 9/4/2012	

**16-12D-37 BTR 8/2/2012 00:00 - 8/3/2012 00:00**

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	2.00	02:00	CTRL	Crew Travel	Crew travel, safety meeting
02:00	2.50	04:30	BOPI	Install BOP's	x-over blocks to tbg, hot oiler flushed tbg w/70bbbls, nipples down tree, nipples up B.O.P.S. rigged up floor and tbg tongs
04:30	2.50	07:00	PULT	Pull Tubing	T.O.O.H. w/tbg had 128 stands and a single, x nipple, 1jt, x nipple, 1jt p.o.b.sub
07:00	4.00	11:00	RUTB	Run Tubing	T.I.H. w/ tbg blow plug, 5jts, d-sander w/4ft sub, s/n, 47jts, T.A.C. 237jts, had to p.u. 30 of them off the trailer, landed well
11:00	3.00	14:00			Rigged down floor and tbg tongs, nipples down B.O.P.S. flushed csg w/70bbbls, flushed tbg w/70bbbls, set T.A.C. in tension 20,000#'s landed well, S.D.F.N.
14:00		14:00			

16-12D-37 BTR 8/3/2012 00:00 - 8/4/2012 00:00

API/UWI 43013507850000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 10,570.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	2.00	02:00	CTRL	Crew Travel	Crew travel, safety meeting
02:00	3.00	05:00	GOP	General Operations	spot trailers in to well head, prep rods, x-over blocks to rods, nipples up well head, put table in
05:00	3.00	08:00	RURP	Run Rods & Pump	p.u. pump primed pump, R.i.h. put shear cplg on torqued tight w/ cheaters, T.I.H. w/ 38 1" 126 3/4, 95 7/8, 95 1" 1-4'x1" 1-2'x1" then the polish rod
08:00	3.00	11:00	SRIG	Rig Up/Down	fill and test tbg, good test, rig down rig, pulled off to the side of location, S.D.F.N.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626441
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 16-12D-37 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0996 FSL 0356 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 03.0S Range: 07.0W Meridian: U		9. API NUMBER: 43013507850000
9. FIELD and POOL or WILDCAT: CEDAR RIM		COUNTY: DUCHESNE
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION	<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 9/15/2012 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:
		<input checked="" type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text" value="Lease Number"/>	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

The tribal lease has been earned for this section. The new lease is 1420H626441; containing 320 acres (Section 12: S/2).

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 October 01, 2012

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 9/28/2012	

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Dry <input type="checkbox"/> Other		5. Lease Serial No. 20G0005608	
b. Type of Completion <input checked="" type="checkbox"/> New Well <input type="checkbox"/> Work Over <input type="checkbox"/> Deepen <input type="checkbox"/> Plug Back <input type="checkbox"/> Diff. Resvr. Other _____		6. If Indian, Allottee or Tribe Name	
2. Name of Operator BILL BARRETT CORPORATION Contact: MEGAN FINNEGAN E-Mail: mfinnegan@billbarrettcorp.com		7. Unit or CA Agreement Name and No.	
3. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		8. Lease Name and Well No. 16-12D-37 BTR ✓	
3a. Phone No. (include area code) Ph: 303-299-9949		9. API Well No. 43-013-50785	
4. Location of Well (Report location clearly and in accordance with Federal requirements)* At surface SESE 996FSL 356FEL At top prod interval reported below SESE 796FSL 761FEL At total depth SESE 770FSL 788FEL <i>BAL by HSM</i>		10. Field and Pool, or Exploratory CEDAR RIM	
14. Date Spudded 02/28/2012		11. Sec., T., R., M., or Block and Survey or Arca Sec 12 T3S R7W Mer UBM	
15. Date T.D. Reached 06/08/2012		12. County or Parish DUCHESNE	
16. Date Completed <input type="checkbox"/> D & A <input checked="" type="checkbox"/> Ready to Prod. 07/07/2012		13. State UT	
17. Elevations (DF, KB, RT, GL)* 8305 GL			
18. Total Depth: MD 10570 TVD 10541	19. Plug Back T.D.: MD 10478 TVD 10448 <i>9</i>	20. Depth Bridge Plug Set: MD TVD	
21. Type Electric & Other Mechanical Logs Run (Submit copy of each) CBL, TRIPLE COMBO, BOREHOLE, MUD		22. Was well cored? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes (Submit analysis) Was DST run? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes (Submit analysis) Directional Survey? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes (Submit analysis)	

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementor Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	84.0	0	80	80			0	
12.250	9.625 J-55	36.0	0	3722	3720	1870	316	0	
8.750	5.500 P-110	17.0	0	10570	10565	1650	578	3620	

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	9155							

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	8299	9156	8299 TO 9156	0.440	126	OPEN
B) WASATCH	9182	10350	9182 TO 10350	0.440	174	OPEN
C)						
D)						

26. Perforation Record

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
8299 TO 9156	GREEN RIVER: SEE TREATMENT STAGES 5 - 7
9182 TO 10350	WASATCH: SEE TREATMENT STAGES 1 - 4

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
07/07/2012	08/07/2012	24	→	45.0	2.0	370.0	52.0		FLows FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
64/64	250	75.0	→	45	2	370	44	POW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→						

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #149623 VERIFIED BY THE BLM WELL INFORMATION SYSTEM

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED**

RECEIVED

SEP 11 2012

Div. of Oil, Gas & Mining

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→						

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→						

29. Disposition of Gas (Sold, used for fuel, vented, etc.)
SOLD
30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof. Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top Mcas. Depth
				GREEN RIVER	4235
				MAHOGANY	5212
				DOUGLAS CREEK	7581
				BLACK SHALE	8045
				CASTLE PEAK	8309
				UTELAND BUTTE	8712
				WASATCH	9161
				TD	10570

32. Additional remarks (include plugging procedure):

Conductor was cemented with grout. TOC was calculated by CBL. CBL mailed due to file size. First gas sales was on 7/7/2012. First oil sales was on 7/18/2012. Attached is Treatment Data.

33. Circle enclosed attachments:

- | | | | |
|---|--------------------|---------------|-----------------------|
| 1. Electrical/Mechanical Logs (1 full set req'd.) | 2. Geologic Report | 3. DST Report | 4. Directional Survey |
| 5. Sundry Notice for plugging and cement verification | 6. Core Analysis | 7. Other: | |

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #149623 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) MEGAN FINNEGAN

Title PERMIT ANALYST

Signature  (Electronic Submission)

Date 09/11/2012

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

16-12D-37 BTR Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
<u><i>Stage</i></u>	<u><i>Bbls Slurry</i></u>	<u><i>lbs Common White 100 Mesh Sand</i></u>	<u><i>lbs CRC Sand</i></u>
1	3,877	19,400	156,400
2	4,065	20,500	167,200
3	3,638	18,200	146,400
4	3,809	19,300	156,800
5	3,786	19,200	156,600
6	3,793	20,300	142,100
7	4,191	21,280	189,980

*Depth intervals for frac information same as perforation record intervals.

Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 12-T3S-R7W

16-12D-37 BTR

Plan A

Design: MWD Survey

Sperry Drilling Services Final Survey Report

07 September, 2012

Well Coordinates: 691,912.08 N, 2,246,931.44 E (40° 13' 46.69" N, 110° 36' 56.11" W)

Ground Level: 6,304.00 ft

Local Coordinate Origin:

Centered on Well 16-12D-37 BTR

Viewing Datum:

KB @ 6320.00ft (Patterson 506)

TVDs to System:

N

North Reference:

True

Unit System:

API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 431

HALLIBURTON

Design Report for 16-12D-37 BTR - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
134.00	0.18	30.53	134.00	0.18	0.11	-0.17	0.13
First MWD Survey							
193.00	0.30	350.56	193.00	0.41	0.13	-0.28	0.34
255.00	0.26	322.86	255.00	0.69	0.02	-0.27	0.23
317.00	0.17	340.35	317.00	0.88	-0.10	-0.24	0.18
378.00	0.12	294.20	378.00	1.00	-0.19	-0.20	0.20
438.00	0.11	358.46	438.00	1.08	-0.25	-0.18	0.20
500.00	0.07	219.75	500.00	1.11	-0.27	-0.17	0.27
561.00	0.21	244.78	561.00	1.03	-0.40	-0.02	0.25
622.00	0.21	216.24	622.00	0.90	-0.56	0.18	0.17
682.00	0.32	171.31	682.00	0.64	-0.60	0.32	0.38
745.00	0.37	196.72	745.00	0.27	-0.64	0.49	0.25
805.00	0.48	195.69	804.99	-0.15	-0.76	0.76	0.18
866.00	0.52	197.36	865.99	-0.67	-0.91	1.09	0.07
927.00	0.49	223.62	926.99	-1.12	-1.17	1.51	0.38
990.00	0.54	233.02	989.99	-1.49	-1.60	2.04	0.16
1,054.00	0.71	253.59	1,053.98	-1.79	-2.22	2.73	0.44
1,117.00	1.07	268.71	1,116.98	-1.91	-3.18	3.67	0.68
1,180.00	1.06	266.47	1,179.96	-1.96	-4.35	4.77	0.07
1,244.00	0.41	262.32	1,243.96	-2.02	-5.17	5.55	1.02
1,307.00	0.85	234.04	1,306.96	-2.33	-5.77	6.22	0.84
1,371.00	0.89	239.10	1,370.95	-2.86	-6.58	7.17	0.14
1,434.00	1.25	256.60	1,433.94	-3.27	-7.67	8.34	0.77
1,498.00	1.05	265.61	1,497.92	-3.48	-8.93	9.59	0.42
1,561.00	0.84	260.74	1,560.92	-3.60	-9.96	10.59	0.36
1,625.00	0.67	238.83	1,624.91	-3.87	-10.75	11.41	0.52
1,689.00	0.86	197.55	1,688.90	-4.52	-11.21	12.09	0.89
1,752.00	1.13	227.57	1,751.90	-5.39	-11.81	12.97	0.92
1,815.00	1.23	220.43	1,814.88	-6.32	-12.71	14.16	0.28
1,879.00	1.55	229.86	1,878.86	-7.40	-13.82	15.59	0.61
1,942.00	1.89	243.86	1,941.84	-8.41	-15.40	17.44	0.85
2,006.00	2.12	245.55	2,005.80	-9.37	-17.43	19.67	0.37
2,069.00	2.19	241.62	2,068.75	-10.42	-19.55	22.03	0.26
2,133.00	2.03	233.45	2,132.71	-11.68	-21.53	24.35	0.53
2,196.00	1.87	206.32	2,195.67	-13.26	-22.88	26.20	1.47
2,260.00	2.32	206.26	2,259.63	-15.36	-23.92	27.95	0.70
2,323.00	2.75	195.84	2,322.57	-17.96	-24.90	29.83	1.00
2,387.00	2.67	193.35	2,386.50	-20.89	-25.66	31.64	0.22
2,442.00	2.75	190.60	2,441.44	-23.43	-26.20	33.10	0.28
2,505.00	2.89	185.54	2,504.36	-26.50	-26.63	34.66	0.45
2,569.00	2.94	191.69	2,568.28	-29.71	-27.12	36.32	0.49
2,632.00	2.96	204.93	2,631.19	-32.77	-28.13	38.41	1.08
2,696.00	2.53	217.21	2,695.12	-35.39	-29.68	40.84	1.13
2,759.00	1.08	219.64	2,758.09	-36.95	-30.90	42.56	2.30
2,823.00	0.41	262.94	2,822.08	-37.45	-31.51	43.31	1.30
2,886.00	0.32	257.29	2,885.08	-37.51	-31.91	43.70	0.15
2,950.00	0.77	191.50	2,949.08	-37.97	-32.17	44.11	1.10
3,013.00	1.34	191.76	3,012.07	-39.11	-32.40	44.76	0.90
3,077.00	1.67	174.13	3,076.05	-40.77	-32.46	45.44	0.88

Design Report for 16-12D-37 BTR - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,140.00	1.34	155.87	3,139.02	-42.36	-32.07	45.67	0.92
3,203.00	1.51	152.99	3,202.00	-43.77	-31.39	45.57	0.29
3,267.00	1.63	143.24	3,265.98	-45.25	-30.46	45.27	0.46
3,331.00	1.85	174.47	3,329.95	-47.01	-29.82	45.34	1.50
3,394.00	1.81	188.05	3,392.92	-49.00	-29.86	46.13	0.69
3,457.00	2.27	201.00	3,455.88	-51.15	-30.44	47.48	1.03
3,521.00	2.39	215.59	3,519.83	-53.42	-31.68	49.48	0.94
3,585.00	2.20	205.46	3,583.78	-55.62	-32.98	51.52	0.70
3,647.00	2.53	181.72	3,645.73	-58.06	-33.53	52.95	1.65
3,659.00	2.50	179.44	3,657.71	-58.58	-33.54	53.15	0.87
3,754.00	3.11	182.82	3,752.60	-63.23	-33.64	55.00	0.67
3,817.00	2.54	184.37	3,815.52	-66.33	-33.84	56.35	0.91
3,881.00	1.56	197.86	3,879.48	-68.57	-34.21	57.54	1.70
3,944.00	1.80	218.78	3,942.46	-70.16	-35.09	58.96	1.04
4,008.00	2.30	257.82	4,006.42	-71.21	-36.98	61.10	2.26
4,071.00	2.56	253.38	4,069.36	-71.88	-39.56	63.74	0.51
4,134.00	2.09	263.55	4,132.31	-72.41	-42.05	66.25	0.99
4,198.00	1.11	247.67	4,196.28	-72.78	-43.78	67.99	1.67
4,262.00	1.56	277.78	4,260.27	-72.90	-45.22	69.37	1.28
4,325.00	1.49	261.34	4,323.25	-72.91	-46.88	70.91	0.70
4,388.00	1.61	252.35	4,386.22	-73.30	-48.53	72.59	0.43
4,452.00	2.57	255.09	4,450.18	-73.94	-50.78	74.91	1.51
4,515.00	2.80	256.18	4,513.11	-74.67	-53.64	77.83	0.37
4,578.00	4.08	262.55	4,575.99	-75.33	-57.35	81.52	2.12
4,642.00	4.53	254.47	4,639.81	-76.30	-62.05	86.24	1.18
4,705.00	5.39	247.54	4,702.58	-78.10	-67.18	91.67	1.66
4,769.00	6.13	245.39	4,766.26	-80.67	-73.06	98.09	1.20
4,832.00	6.87	240.88	4,828.85	-83.90	-79.41	105.19	1.43
4,896.00	7.38	239.27	4,892.36	-87.87	-86.29	113.05	0.86
4,960.00	7.91	245.17	4,955.79	-91.82	-93.82	121.51	1.48
5,023.00	8.58	247.84	5,018.14	-95.41	-102.11	130.54	1.22
5,086.00	8.61	248.97	5,080.43	-98.87	-110.86	139.96	0.27
5,150.00	8.81	247.55	5,143.69	-102.46	-119.86	149.65	0.46
5,213.00	10.20	247.87	5,205.82	-106.41	-129.49	160.05	2.21
5,276.00	10.63	249.97	5,267.79	-110.50	-140.11	171.44	0.91
5,340.00	10.87	253.81	5,330.66	-114.20	-151.46	183.34	1.18
5,403.00	10.84	252.73	5,392.54	-117.62	-162.82	195.15	0.33
5,467.00	10.29	254.50	5,455.45	-120.93	-174.07	206.82	1.00
5,530.00	9.97	256.08	5,517.47	-123.75	-184.79	217.81	0.67
5,594.00	9.92	255.87	5,580.51	-126.43	-195.51	228.75	0.10
5,657.00	9.75	257.99	5,642.58	-128.86	-205.99	239.38	0.63
5,721.00	9.15	257.53	5,705.71	-131.09	-216.26	249.73	0.94
5,785.00	8.55	256.35	5,768.95	-133.31	-225.85	259.45	0.98
5,848.00	8.20	255.87	5,831.28	-135.51	-234.76	268.53	0.57
5,911.00	8.14	258.95	5,893.64	-137.46	-243.50	277.35	0.70
5,975.00	8.34	263.77	5,956.98	-138.84	-252.56	286.26	1.12
6,038.00	7.81	259.66	6,019.36	-140.10	-261.31	294.85	1.24
6,102.00	8.59	264.71	6,082.70	-141.32	-270.35	303.68	1.66
6,165.00	8.23	262.35	6,145.03	-142.36	-279.50	312.55	0.79
6,229.00	8.39	259.70	6,208.35	-143.80	-288.63	321.55	0.65
6,292.00	8.58	257.48	6,270.66	-145.64	-297.74	330.68	0.60

Design Report for 16-12D-37 BTR - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,356.00	8.09	254.69	6,333.99	-147.87	-306.75	339.86	0.99
6,419.00	7.93	254.09	6,396.37	-150.23	-315.20	348.58	0.29
6,482.00	7.38	252.27	6,458.81	-152.65	-323.24	356.94	0.95
6,546.00	7.65	260.22	6,522.26	-154.63	-331.35	365.20	1.68
6,609.00	8.15	268.30	6,584.67	-155.47	-339.95	373.48	1.93
6,672.00	7.72	277.56	6,647.07	-155.05	-348.61	381.34	2.14
6,735.00	6.63	276.50	6,709.57	-154.08	-356.41	388.20	1.74
6,799.00	5.77	271.85	6,773.20	-153.56	-363.30	394.38	1.56
6,862.00	5.67	276.42	6,835.88	-153.11	-369.56	400.01	0.74
6,925.00	4.73	267.69	6,898.63	-152.86	-375.25	405.19	1.95
6,988.00	4.49	255.91	6,961.42	-153.57	-380.23	410.07	1.55
7,052.00	4.03	244.28	7,025.25	-155.15	-384.69	414.80	1.53
7,116.00	3.45	229.80	7,089.11	-157.37	-388.19	418.87	1.72
7,179.00	2.69	218.39	7,152.02	-159.75	-390.55	421.96	1.54
7,242.00	2.68	210.83	7,214.95	-162.18	-392.23	424.43	0.56
7,306.00	2.83	205.90	7,278.88	-164.88	-393.68	426.80	0.44
7,369.00	2.26	195.47	7,341.82	-167.48	-394.69	428.71	1.16
7,432.00	1.70	196.58	7,404.78	-169.57	-395.29	430.05	0.89
7,496.00	1.10	188.53	7,468.76	-171.09	-395.65	430.96	0.98
7,559.00	1.33	158.97	7,531.75	-172.37	-395.48	431.28	1.05
7,622.00	1.86	176.30	7,594.72	-174.07	-395.15	431.62	1.13
7,685.00	2.02	189.54	7,657.69	-176.19	-395.27	432.53	0.75
7,749.00	2.12	197.07	7,721.64	-178.43	-395.81	433.87	0.45
7,812.00	2.23	201.02	7,784.60	-180.69	-396.59	435.45	0.30
7,875.00	1.92	217.59	7,847.56	-182.67	-397.67	437.20	1.07
7,939.00	1.97	218.36	7,911.52	-184.38	-399.01	439.08	0.09
8,002.00	1.99	196.58	7,974.48	-186.28	-399.99	440.71	1.19
8,065.00	2.14	199.91	8,037.44	-188.44	-400.70	442.18	0.30
8,129.00	2.43	199.84	8,101.39	-190.84	-401.57	443.89	0.45
8,192.00	2.97	202.05	8,164.32	-193.60	-402.64	445.92	0.87
8,256.00	3.32	200.26	8,228.23	-196.88	-403.90	448.32	0.57
8,319.00	3.23	203.84	8,291.12	-200.21	-405.25	450.83	0.35
8,382.00	3.11	206.45	8,354.03	-203.37	-406.73	453.39	0.30
8,446.00	2.12	233.19	8,417.96	-205.63	-408.45	455.84	2.42
8,509.00	1.94	274.04	8,480.93	-206.25	-410.45	457.92	2.26
8,573.00	2.78	304.54	8,544.87	-205.30	-412.81	459.75	2.32
8,636.00	2.67	302.48	8,607.80	-203.64	-415.30	461.43	0.23
8,700.00	2.49	303.83	8,671.74	-202.07	-417.71	463.07	0.30
8,763.00	2.22	294.58	8,734.68	-200.80	-419.96	464.68	0.74
8,827.00	1.98	291.57	8,798.64	-199.88	-422.12	466.33	0.41
8,890.00	1.67	292.77	8,861.61	-199.12	-423.98	467.76	0.50
8,954.00	1.66	287.32	8,925.58	-198.49	-425.72	469.14	0.25
9,017.00	1.58	282.59	8,988.56	-198.03	-427.44	470.56	0.25
9,081.00	1.12	274.86	9,052.54	-197.78	-428.92	471.84	0.77
9,144.00	1.19	267.43	9,115.53	-197.76	-430.19	473.00	0.26
9,208.00	1.10	283.61	9,179.51	-197.64	-431.45	474.13	0.52
9,271.00	1.02	301.08	9,242.50	-197.21	-432.52	474.95	0.53
9,335.00	0.79	284.33	9,306.49	-196.81	-433.43	475.65	0.54
9,399.00	0.78	269.46	9,370.49	-196.70	-434.30	476.41	0.32
9,462.00	0.50	242.36	9,433.49	-196.83	-434.97	477.08	0.64

Design Report for 16-12D-37 BTR - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
9,525.00	0.47	254.44	9,496.48	-197.03	-435.46	477.61	0.17
9,589.00	0.41	231.45	9,560.48	-197.24	-435.89	478.09	0.29
9,652.00	0.38	212.68	9,623.48	-197.56	-436.18	478.48	0.21
9,716.00	0.68	215.82	9,687.48	-198.05	-436.52	478.98	0.47
9,779.00	0.54	190.42	9,750.47	-198.64	-436.79	479.45	0.48
9,842.00	1.11	175.04	9,813.47	-199.54	-436.79	479.79	0.96
9,906.00	1.24	175.14	9,877.45	-200.85	-436.68	480.18	0.20
9,969.00	1.32	171.42	9,940.44	-202.25	-436.52	480.55	0.18
10,033.00	1.62	179.14	10,004.42	-203.88	-436.39	481.06	0.56
10,096.00	1.48	170.55	10,067.39	-205.57	-436.24	481.56	0.43
10,159.00	1.85	172.75	10,130.37	-207.38	-435.98	482.00	0.60
10,223.00	2.21	168.42	10,194.33	-209.62	-435.60	482.49	0.61
10,286.00	2.49	162.52	10,257.27	-212.11	-434.95	482.82	0.59
10,350.00	2.61	162.34	10,321.21	-214.83	-434.09	483.05	0.19
10,413.00	2.74	168.15	10,384.14	-217.67	-433.35	483.43	0.48
10,477.00	3.00	169.36	10,448.06	-220.81	-432.72	484.04	0.42
10,509.00	3.28	168.85	10,480.01	-222.53	-432.39	484.38	0.88
Final MWD Survey							
10,570.00	3.28	168.85	10,540.91	-225.96	-431.72	485.05	0.00
Survey Projection to TD							

Design Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
134.00	134.00	0.18	0.11	First MWD Survey
10,509.00	10,480.01	-222.53	-432.39	Final MWD Survey
10,570.00	10,540.91	-225.96	-431.72	Survey Projection to TD

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
				+N/-S (ft)	+E/-W (ft)	
Target	16-12D-37 BTR_PlanA - Rev0_BHL Tgt	247.85	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
134.00	10,570.00	Sperry MWD Surveys	MWD

Design Report for 16-12D-37 BTR - MWD Survey

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
16-12D-37	0.00	0.00	7,881.00	-185.06	-454.59	691,722.55	2,246,478.74	40° 13' 44.861 N	110° 37' 1.970 W
- actual wellpath misses target center by 56.23ft at 7909.68ft MD (7882.21 TVD, -183.60 N, -398.39 E)									
- Rectangle (sides W200.00 H200.00 D2,680.00)									
16-12D-37 BTR_Sec.	0.00	0.00	0.00	0.00	0.00	691,912.08	2,246,931.44	40° 13' 46.690 N	110° 36' 56.110 W
- actual wellpath hits target center									
- Polygon									
Point 1				-304.00	15.00	691,924.08	2,246,627.33		
Point 2				-304.00	-336.00	691,573.12	2,246,630.80		
Point 3				-650.00	-336.00	691,569.70	2,246,284.85		
Point 4				-304.00	-336.00	691,573.12	2,246,630.80		
Point 5				-304.00	15.00	691,924.08	2,246,627.33		
16-12D-37	0.00	0.00	10,561.00	-185.06	-454.59	691,722.55	2,246,478.74	40° 13' 44.861 N	110° 37' 1.970 W
- actual wellpath misses target center by 50.98ft at 10570.00ft MD (10540.91 TVD, -225.96 N, -431.72 E)									
- Point									

North Reference Sheet for Sec. 12-T3S-R7W - 16-12D-37 BTR - Plan A

All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference.

Vertical Depths are relative to KB @ 6320.00ft (Patterson 506). Northing and Easting are relative to 16-12D-37 BTR

Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is 111° 30' 0.000 W°, Longitude Origin: 0° 0' 0.000 E°, Latitude Origin: 40° 39' 0.000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99992250

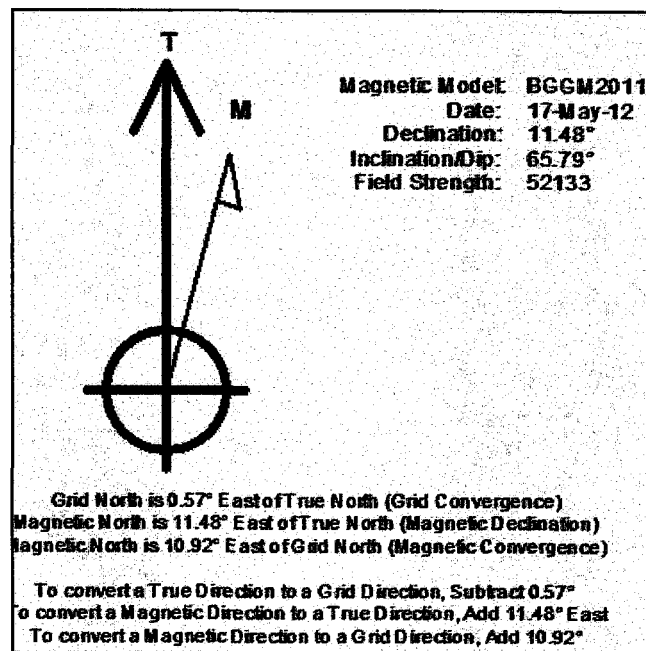
Grid Coordinates of Well: 691,912.08 ft N, 2,246,931.44 ft E

Geographical Coordinates of Well: 40° 13' 46.69" N, 110° 36' 56.11" W

Grid Convergence at Surface is: 0.57°

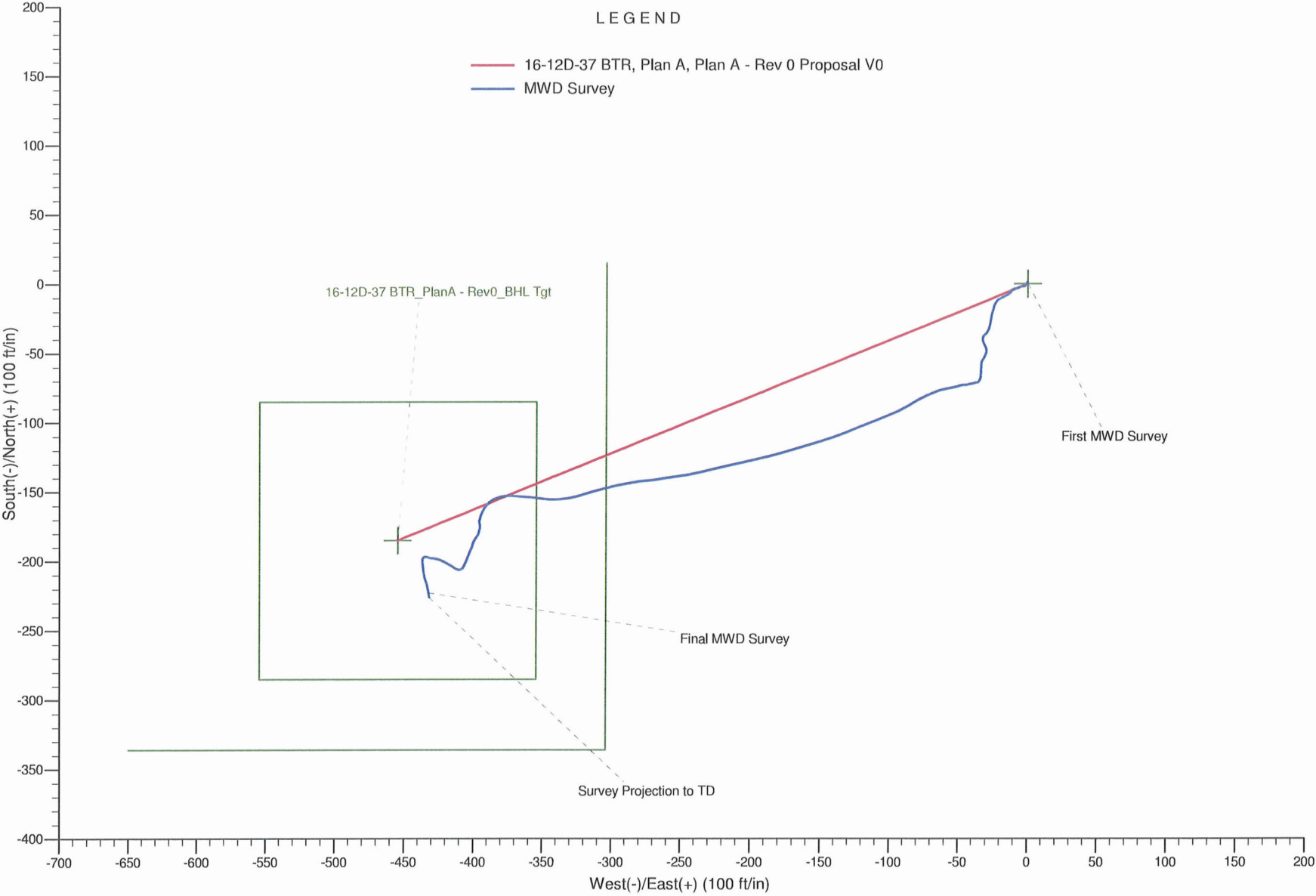
Based upon Minimum Curvature type calculations, at a Measured Depth of 10,570.00ft
the Bottom Hole Displacement is 487.27ft in the Direction of 242.37° (True).

Magnetic Convergence at surface is: -10.92° (17 May 2012, , BGGM2011)



Project: Duchesne County, UT (NAD 1927)
Site: Sec. 12-T3S-R7W
Well: 16-12D-37 BTR

Bill Barrett Corp



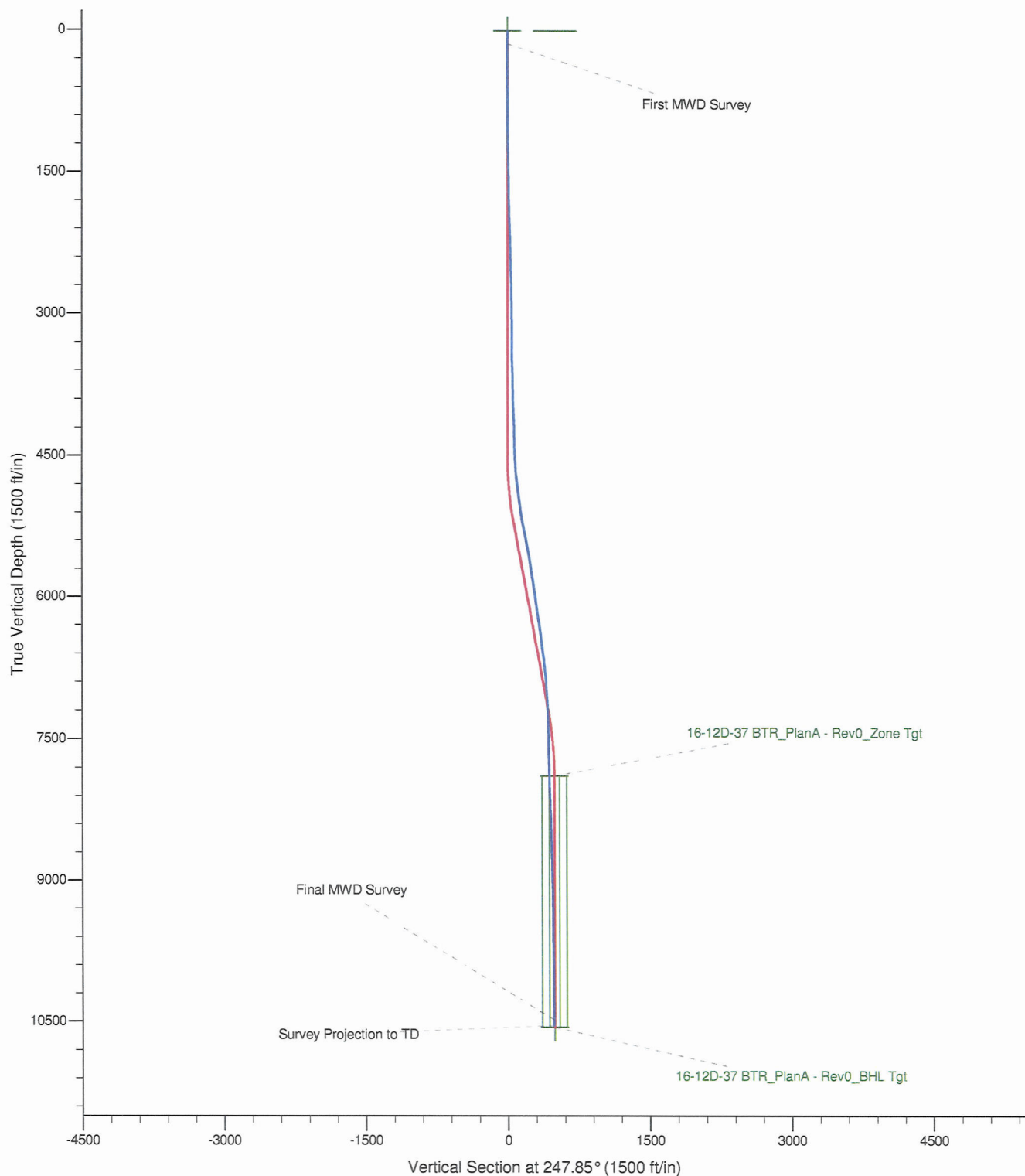
Project: Duchesne County, UT (NAD 1927)
Site: Sec. 12-T3S-R7W
Well: 16-12D-37 BTR

Bill Barrett Corp

HALLIBURTON
Sperry Drilling

LEGEND

- 16-12D-37 BTR, Plan A, Plan A - Rev 0 Proposal V0
- MWD Survey



Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

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LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

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LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

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1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

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4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

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LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

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4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone: (801) 683-4245
Fax: (801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:
(see attached well list)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:
(see attached well list)

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL

OIL WELL ☒

GAS WELL ☐

OTHER

2. NAME OF OPERATOR:

RIG II, LLC

N4055

3. ADDRESS OF OPERATOR:

1582 West 2600 South

CITY Wood Cross

STATE UT

ZIP 84087

PHONE NUMBER:

(801) 683-4245

4. LOCATION OF WELL

FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

TYPE OF ACTION

☒ NOTICE OF INTENT
(Submit In Duplicate)

Approximate date work will start:

11/1/2016

☐ SUBSEQUENT REPORT
(Submit Original Form Only)

Date of work completion:

☐ ACIDIZE

☐ ALTER CASING

☐ CASING REPAIR

☐ CHANGE TO PREVIOUS PLANS

☐ CHANGE TUBING

☐ CHANGE WELL NAME

☐ CHANGE WELL STATUS

☐ COMINGLE PRODUCING FORMATIONS

☐ CONVERT WELL TYPE

☐ DEEPEN

☐ FRACTURE TREAT

☐ NEW CONSTRUCTION

☒ OPERATOR CHANGE

☐ PLUG AND ABANDON

☐ PLUG BACK

☐ PRODUCTION (START/RESUME)

☐ RECLAMATION OF WELL SITE

☐ RECOMPLETE - DIFFERENT FORMATION

☐ REPERFORATE CURRENT FORMATION

☐ SIDETRACK TO REPAIR WELL

☐ TEMPORARILY ABANDON

☐ TUBING REPAIR

☐ VENT OR FLARE

☐ WATER DISPOSAL

☐ WATER SHUT-OFF

☐ OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC

1582 West 2600 South

Woods Cross, Utah 84087-0298

801-683-4245

(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N4165

Duane Zavala

NAME (PLEASE PRINT)

Duane Zavala

SIGNATURE

Senior Vice President -

EH&S, Government and Regulatory Affairs

RIG II, LLC

Jesse McSwain

NAME (PLEASE PRINT)

Jesse McSwain

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain

TITLE Manager

SIGNATURE

Jesse McSwain

DATE

10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

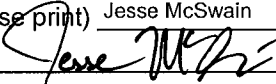
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-LUDGM / UTB000712-BLM / LPM9224670-BIA</small>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager
Signature  Date 10/20/16
Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

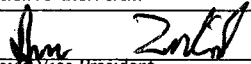
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

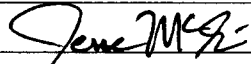
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

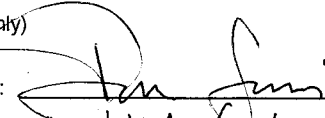
CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadii</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

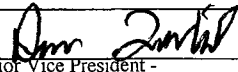
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

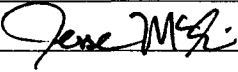
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:


Name: Duane Zavadii
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

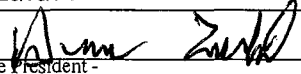
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

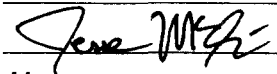
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadi</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*